

MARVEL

VOL
11

ULTIMATE
SPIDER-MAN®

3/06/11
CARNAGE

The image is a comic book cover for 'Ultimate Spider-Man: Carnage'. It features a close-up of Peter Parker's face on the left, looking intensely at the viewer with a serious expression. His hair is brown and slightly messy. On the right side, the Carnage symbiote is depicted as a grotesque, purple and yellow creature with a jagged, toothy mouth and multiple tentacles. The background is a deep red with a subtle spiderweb pattern. The title 'ULTIMATE SPIDER-MAN' is at the top in a stylized font, and 'CARNAGE' is at the bottom in a bold, blocky font.

ULTIMATE SPIDER-MAN

CARNAGE

CARNAGE

writer

BRIAN MICHAEL BENDIS

pencils

MARK BAGLEY

inks

SCOTT HANNA with **JOHN DELL**

colors

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PREVIOUSLY...

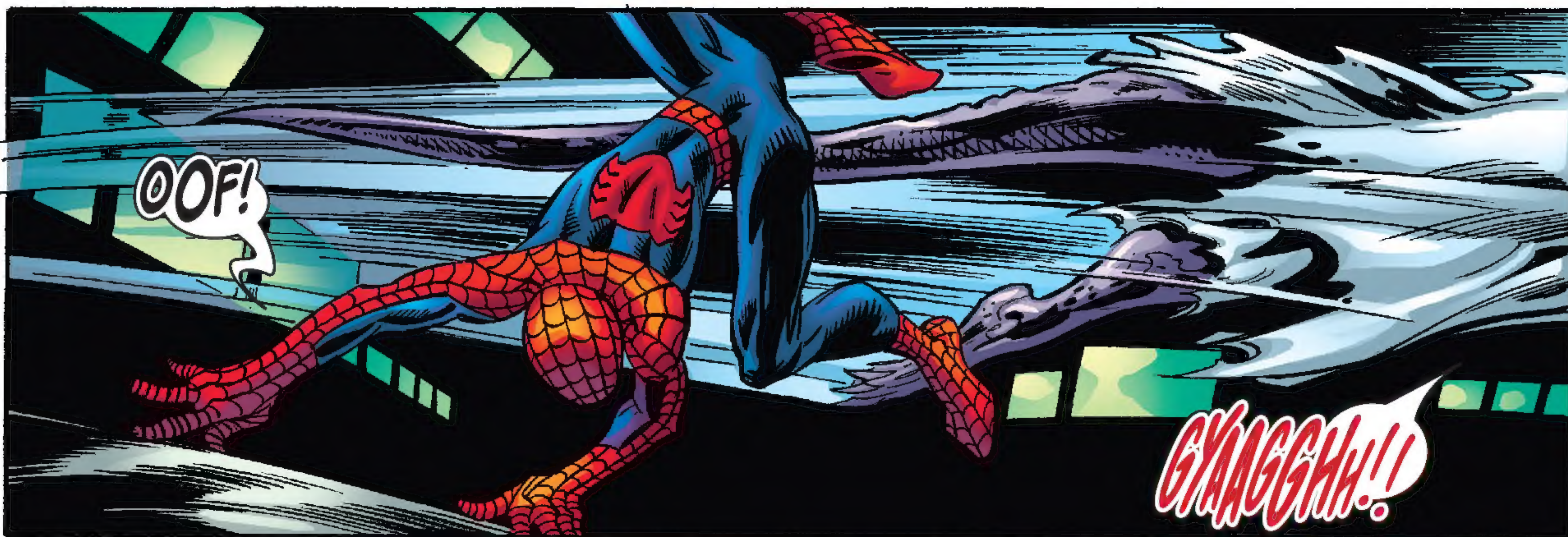
Peter barely escaped a grueling, dramatic and violent encounter with a childhood friend, Eddie Brock, who turned himself into the monstrosity known as Venom.

Ten years ago, Peter's and Eddie's fathers accidentally invented Venom when they were seeking a biological cure for cancer.

Doctor Curt Connors, Eddie's college professor, in an attempt to regrow a missing limb using lizard DNA strands, accidentally turned himself into a lizard creature. Spider-Man saved Connors and in return, Connors offered Peter Parker his trust and friendship.







OOF!

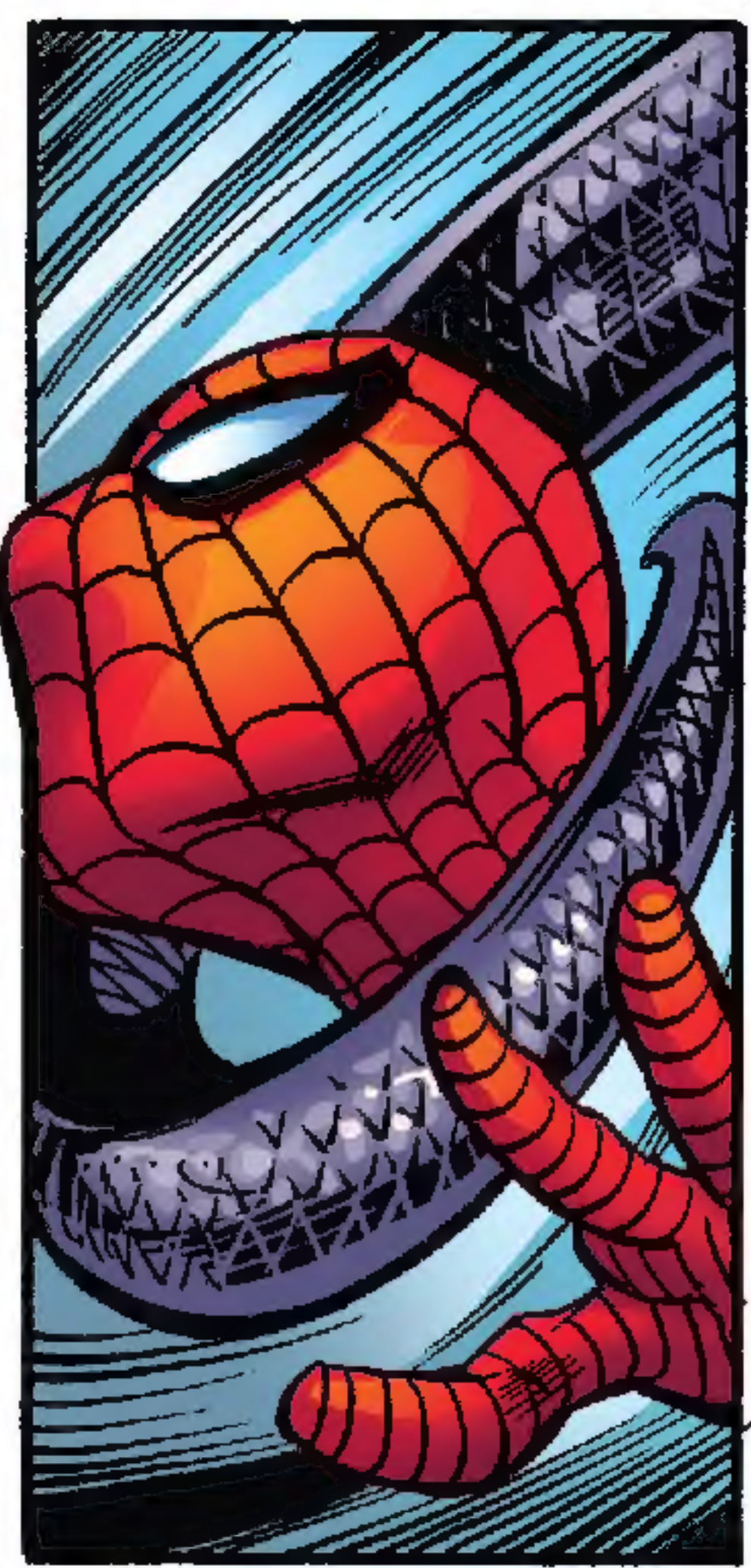
GYAGGHH!!



Conners!!

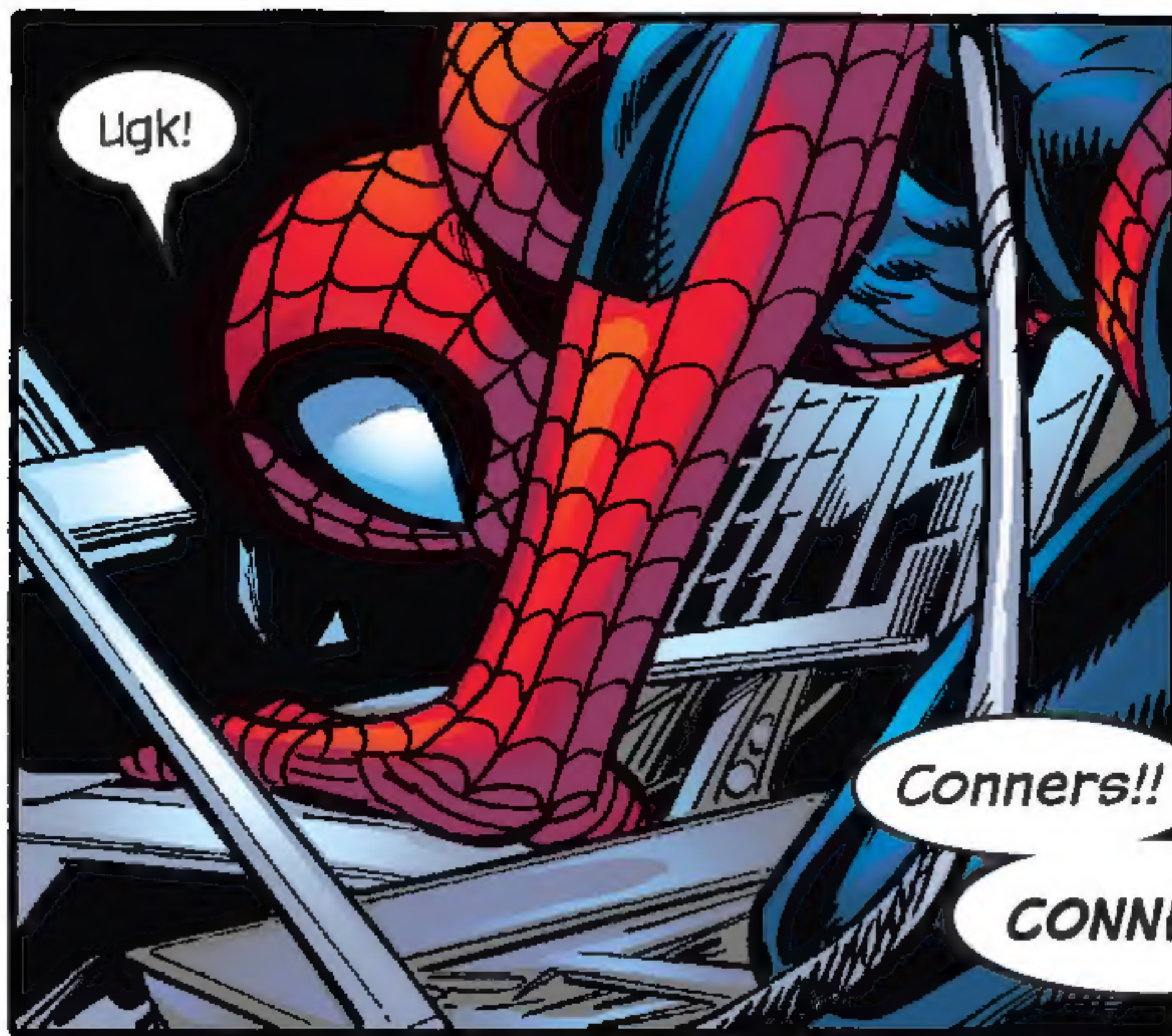
I just- oh, man- I just want to talk to you before...

Krrkkpsss...
Fffffoolish...



SPACK

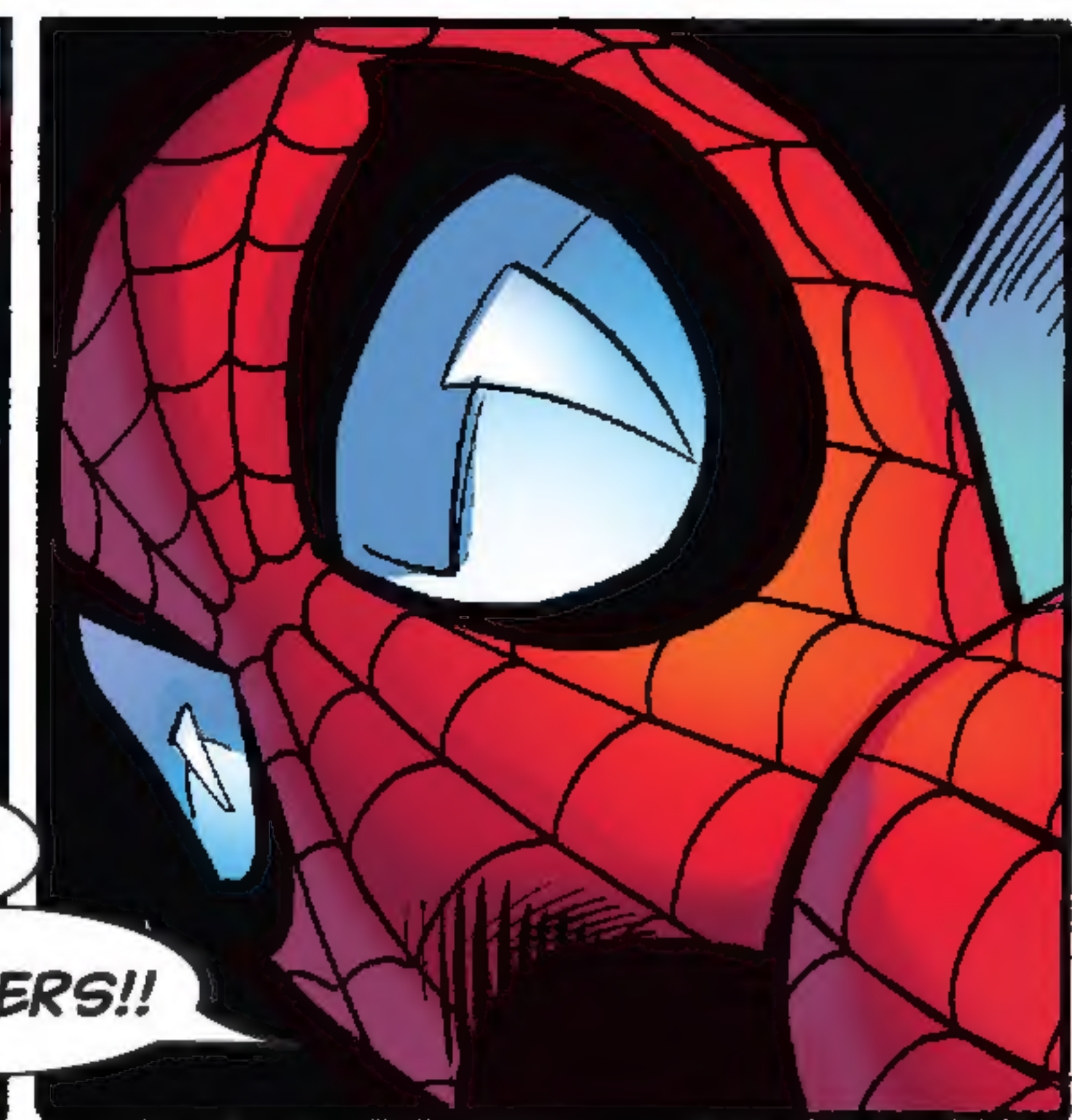
Pissssss
Gaahh
Nyrrrr...



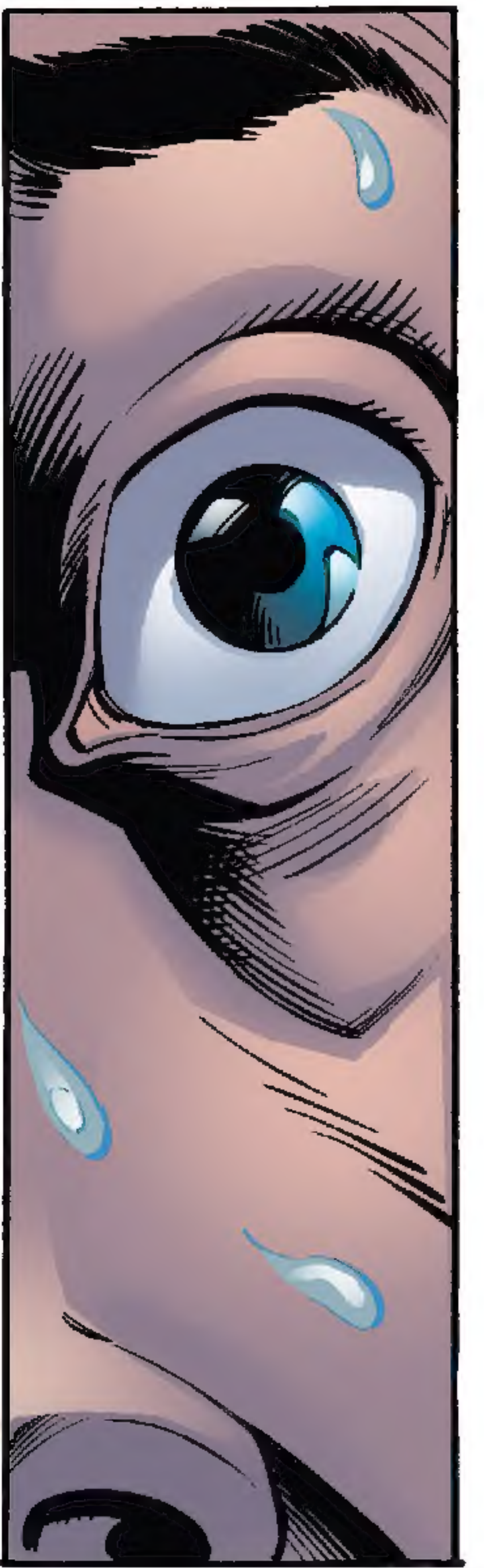
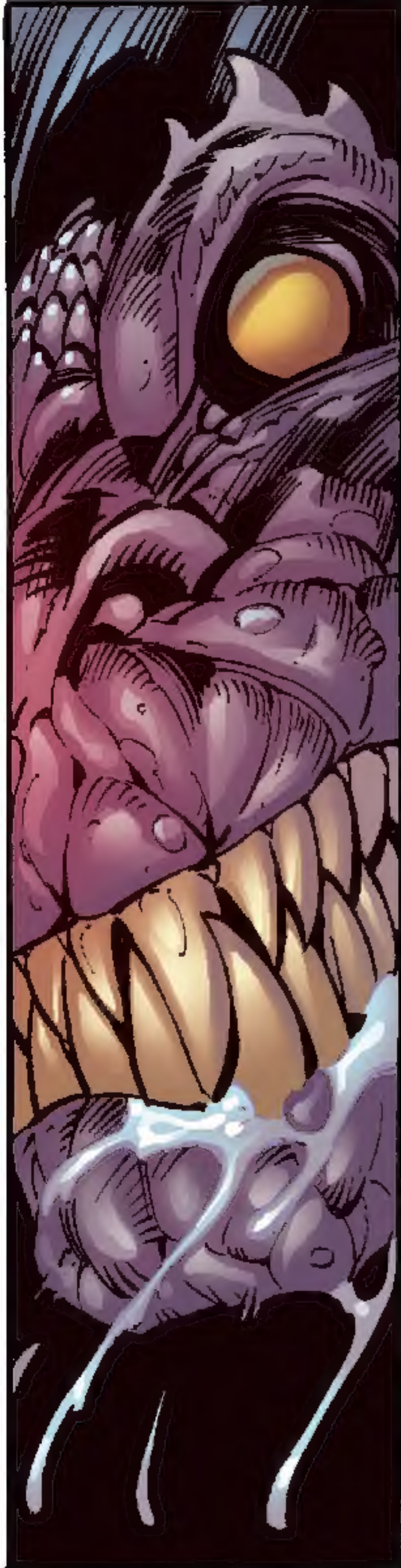
Ugk!

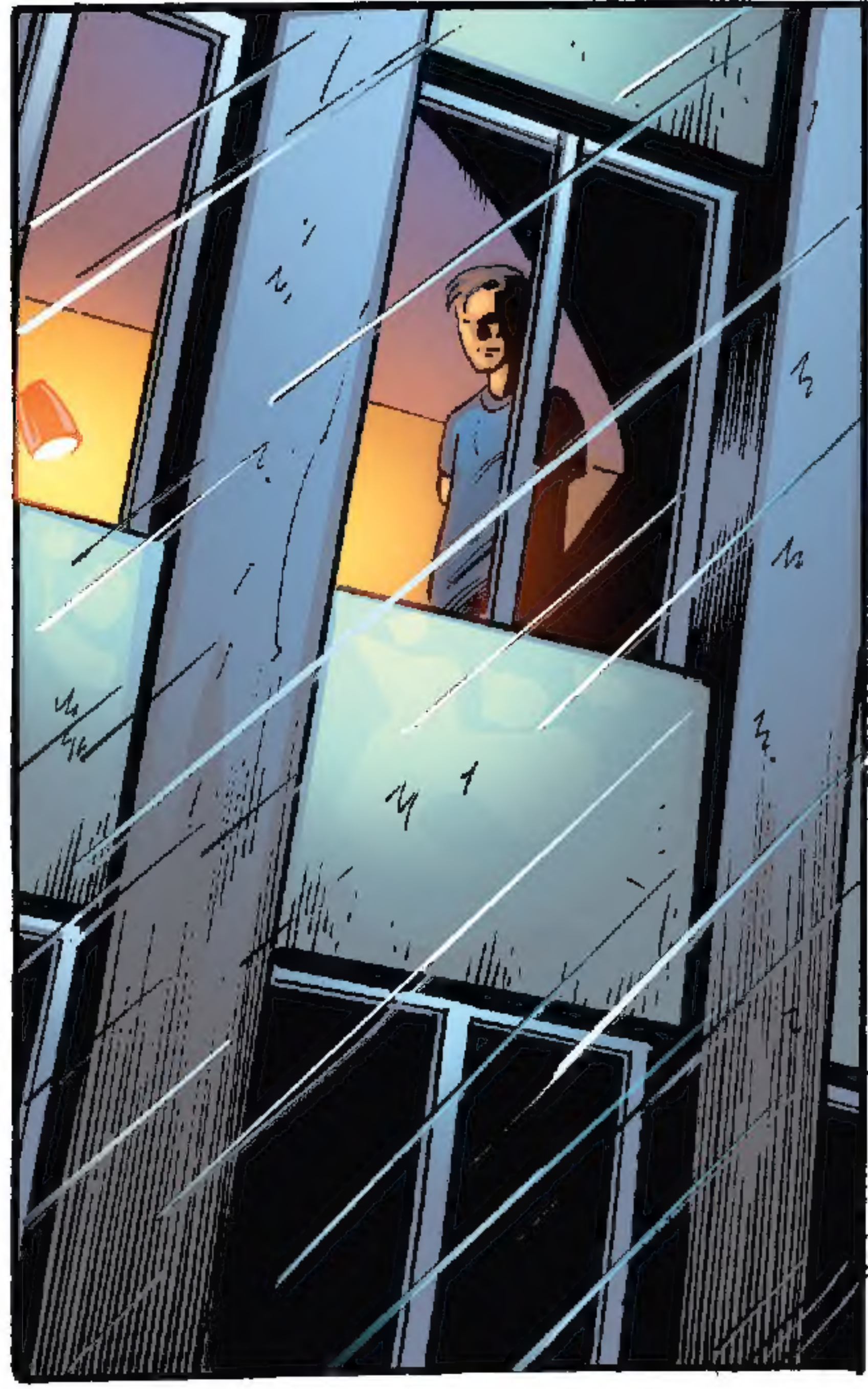
Conners!!

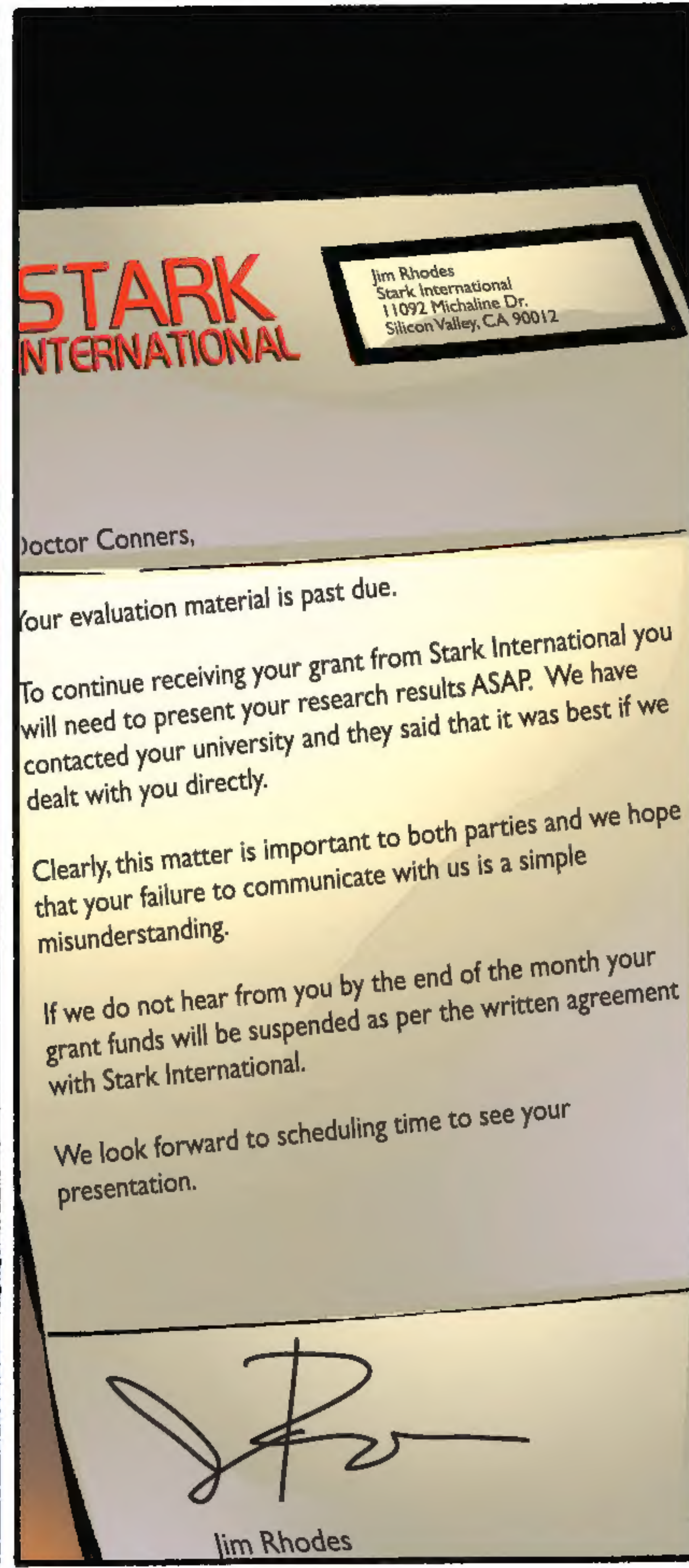
CONNERS!!











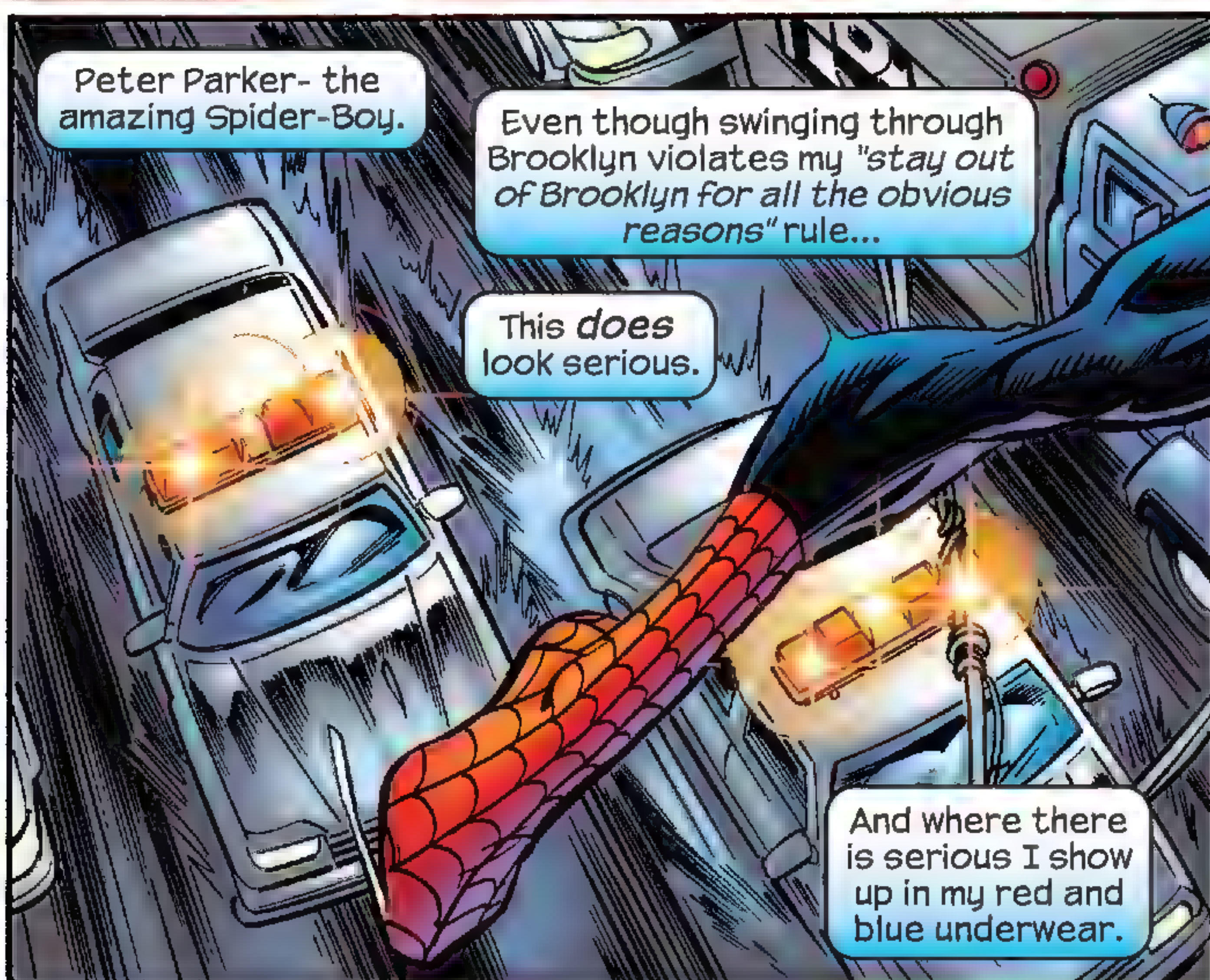


Ugh!

Water is collecting on me in places that I didn't know I had.

Actually, that's not true. I once fought a man made out of sand and I had sand in the very same places that I now have water.

And yet... here I am.



Peter Parker- the amazing Spider-Boy.

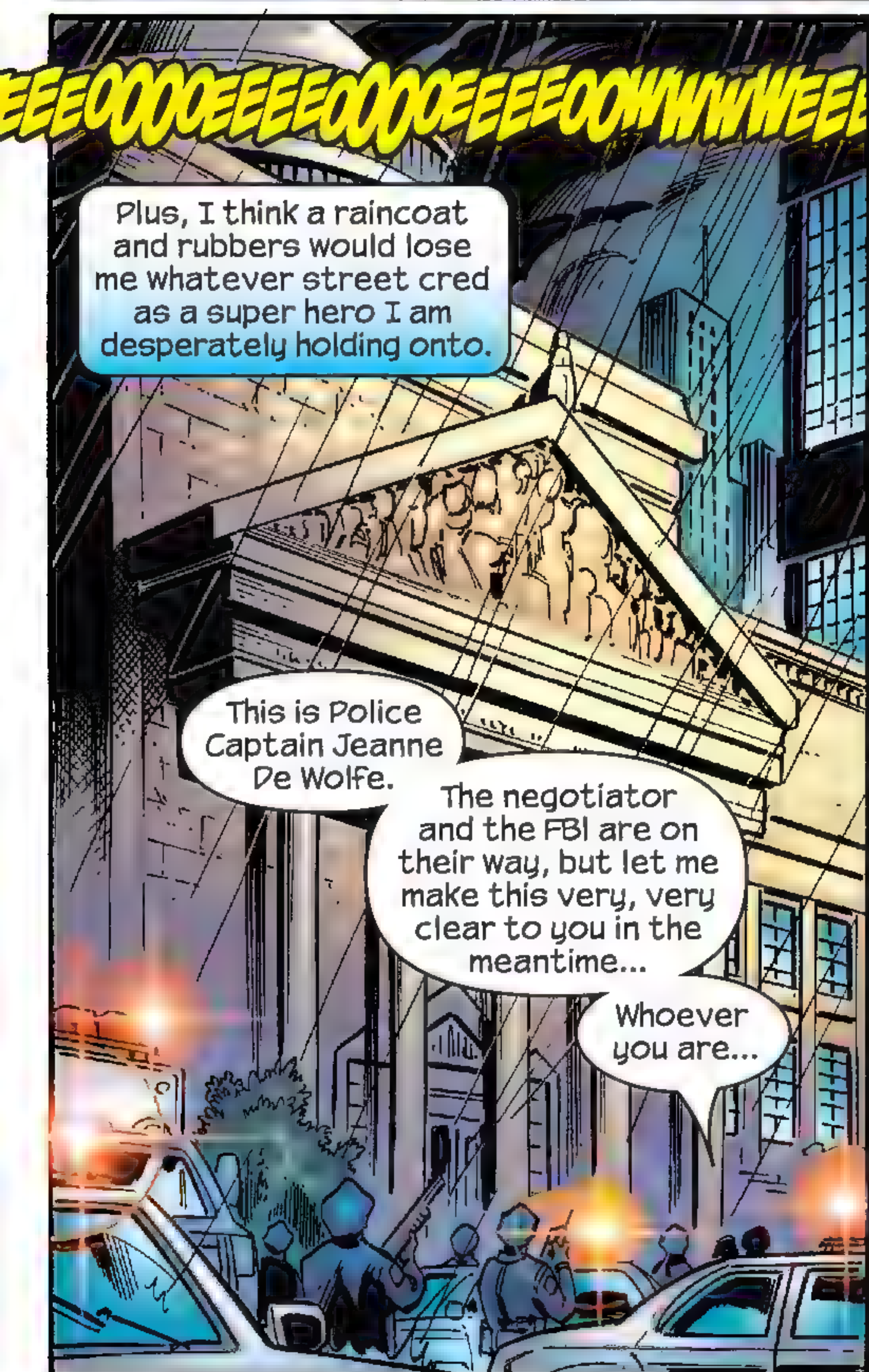
Even though swinging through Brooklyn violates my "stay out of Brooklyn for all the obvious reasons" rule...

This *does* look serious.

And where there is serious I show up in my red and blue underwear.



Why? Well, clearly I have emotional problems.

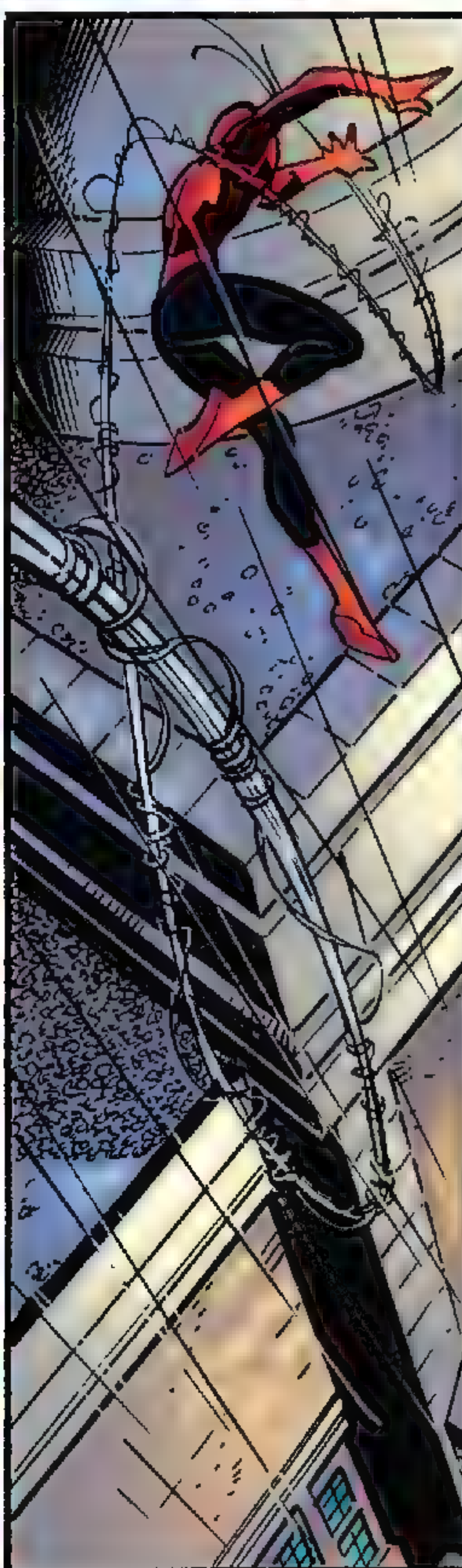


Plus, I think a raincoat and rubbers would lose me whatever street cred as a super hero I am desperately holding onto.

This is Police Captain Jeanne De Wolfe.

The negotiator and the FBI are on their way, but let me make this very, very clear to you in the meantime...

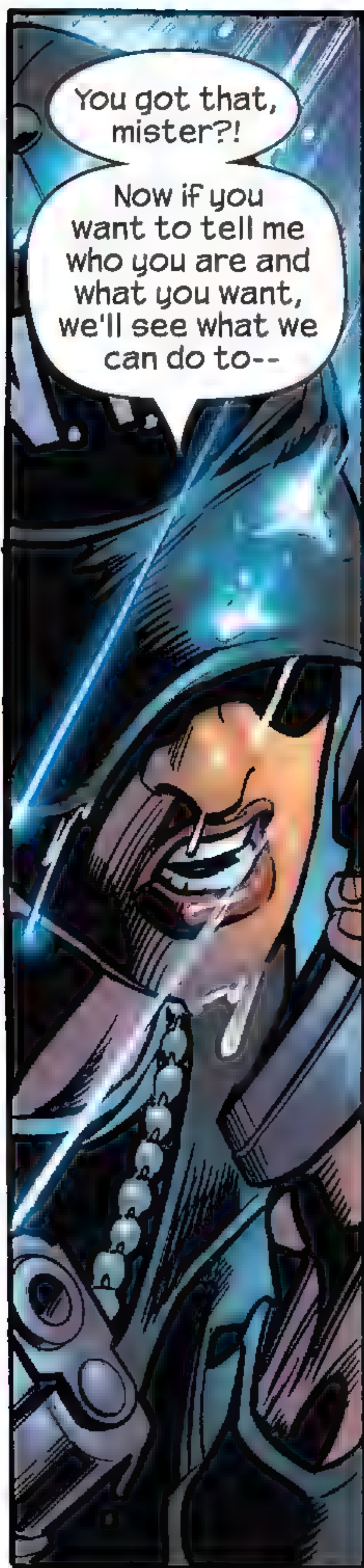
Whoever you are...



It is *very* important that you do not hurt anyone in that museum.

No one!

You hurt anyone, doesn't matter *what* you want, you lose.

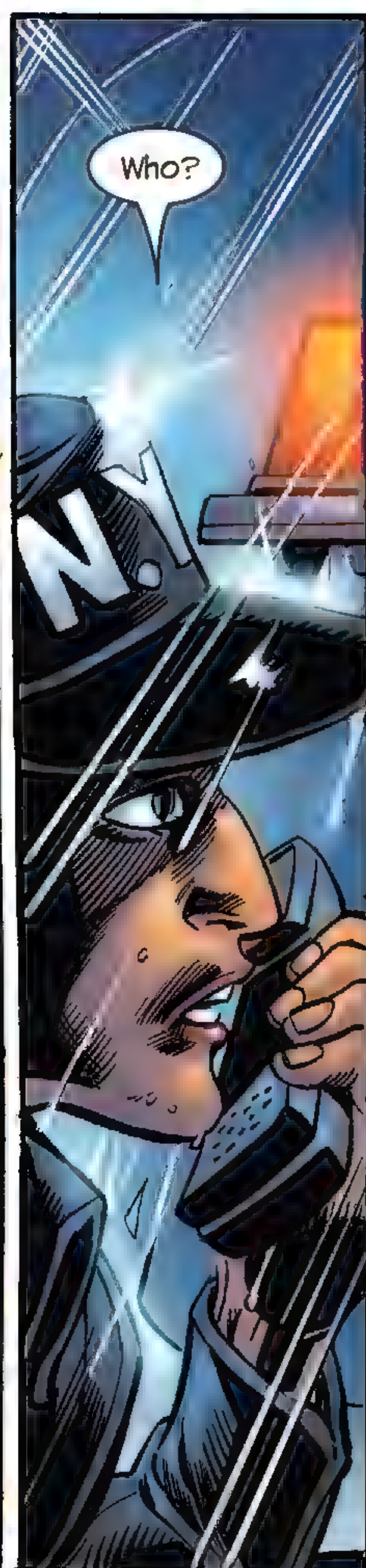


You got that, mister?!

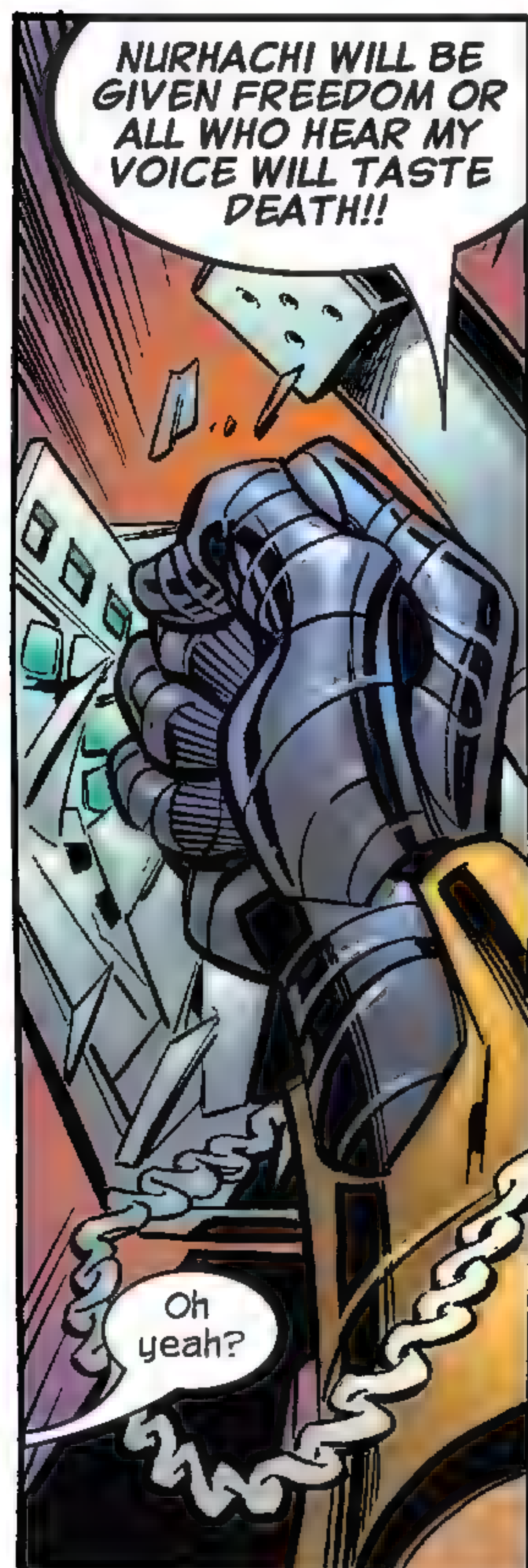
Now if you want to tell me who you are and what you want, we'll see what we can do to--



FREE NURHACHI! OR BLOOD WILL FILL THE STREETS.



Who?

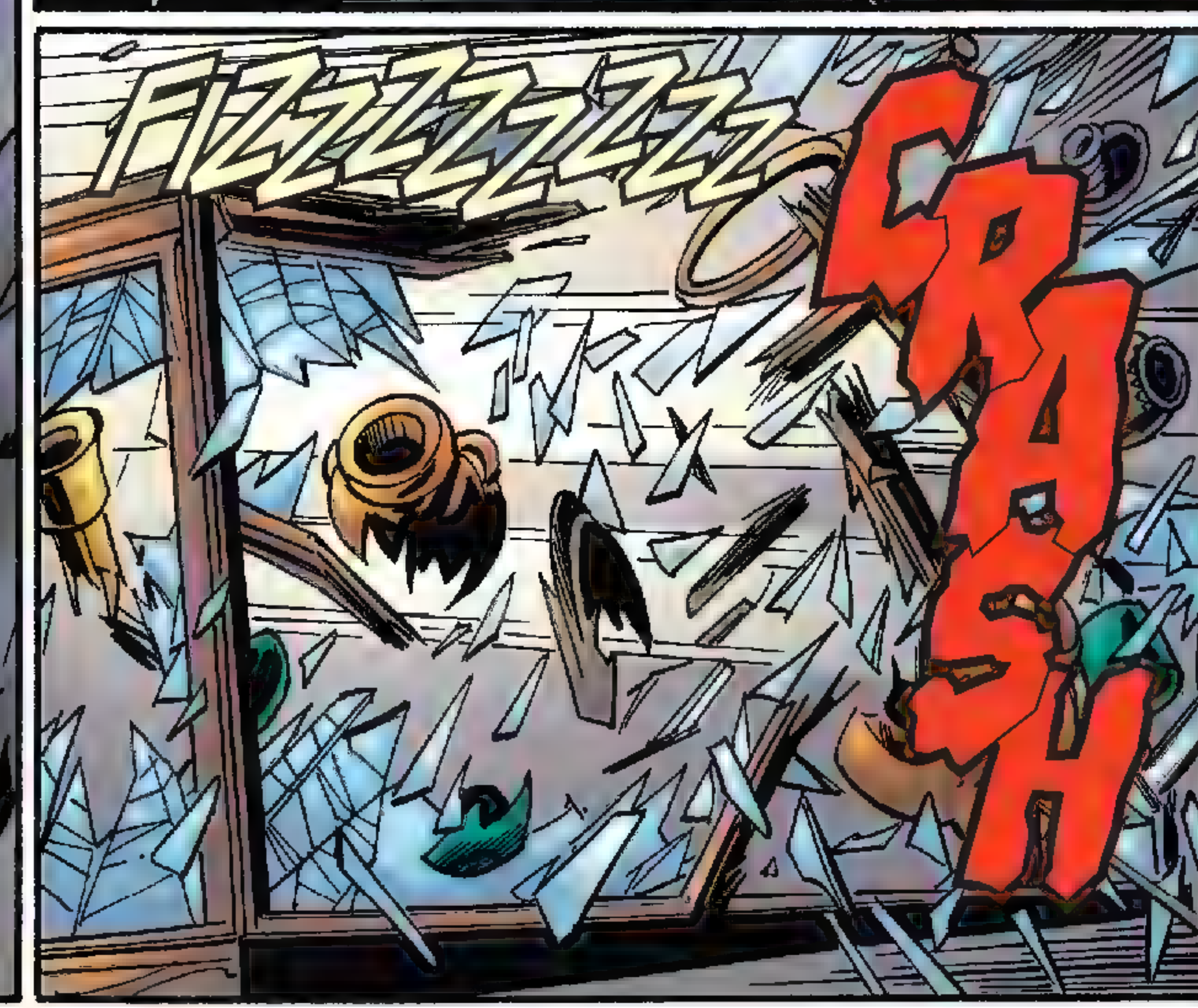


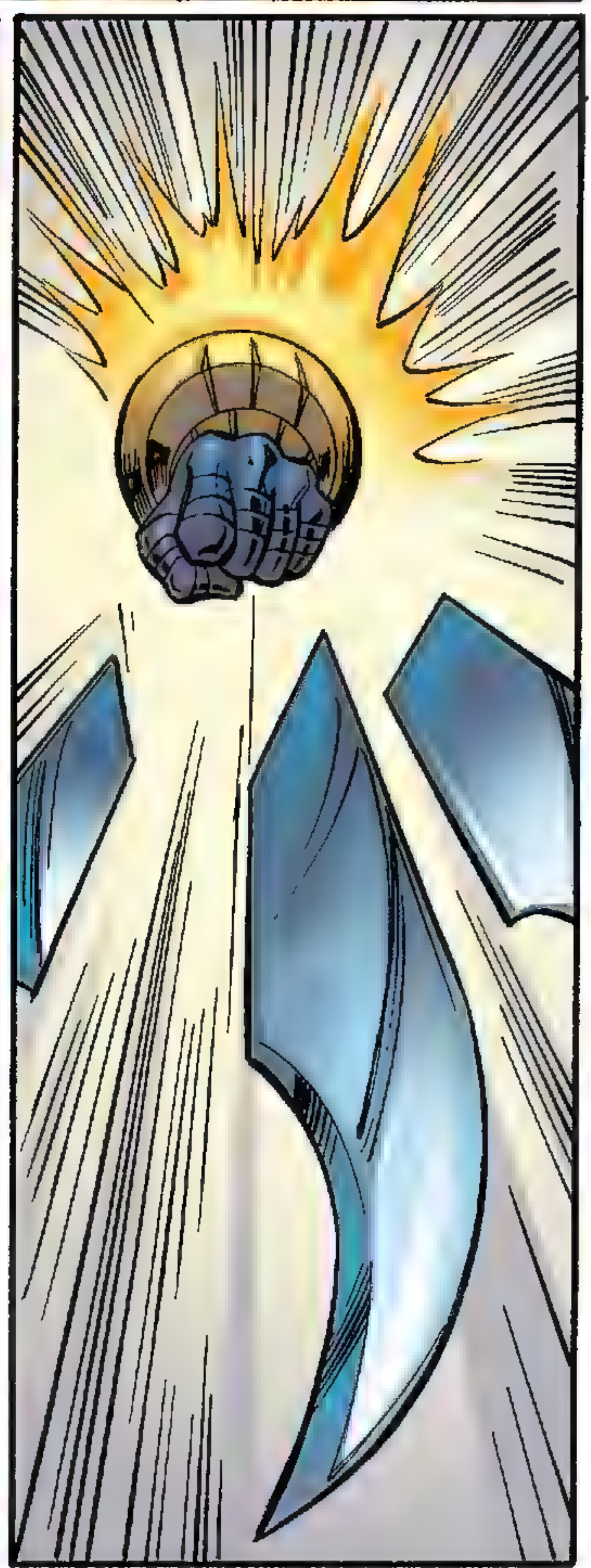
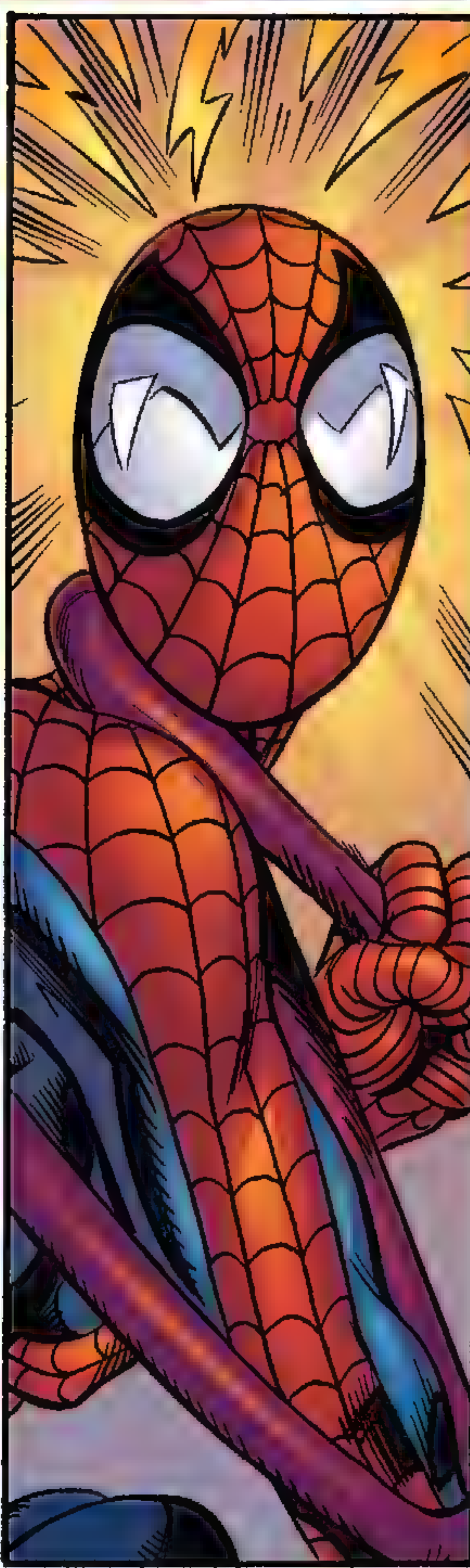
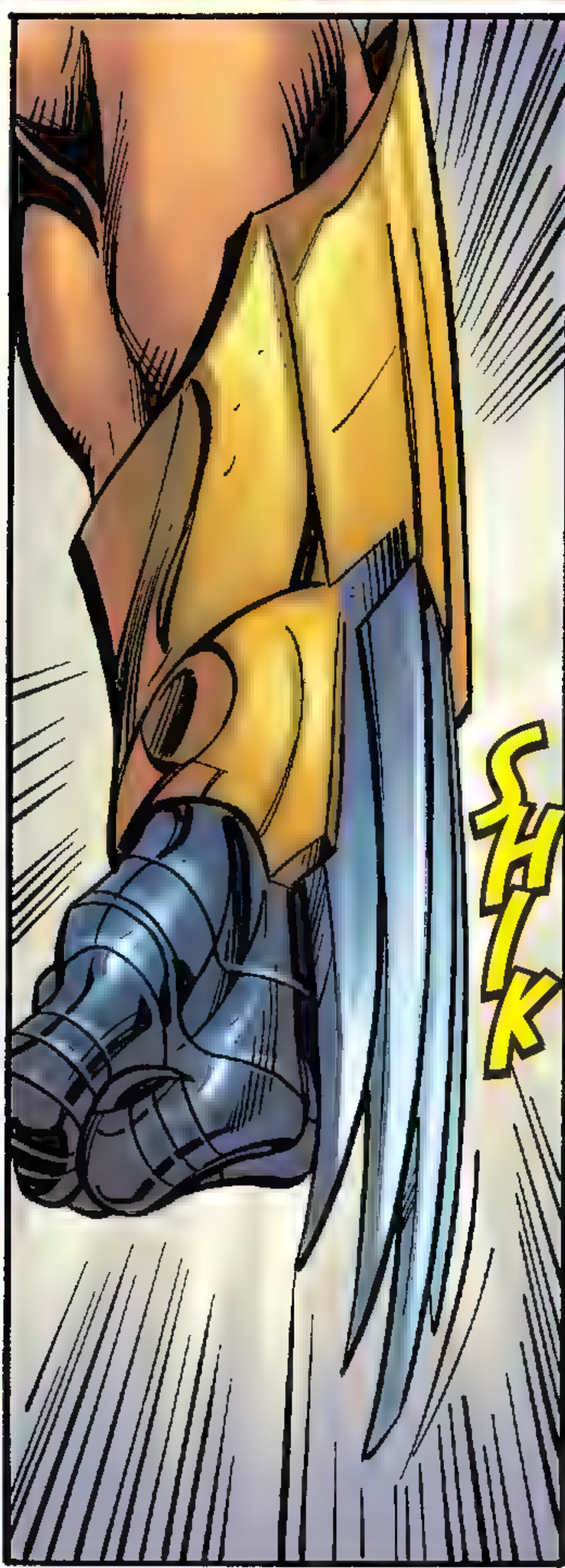
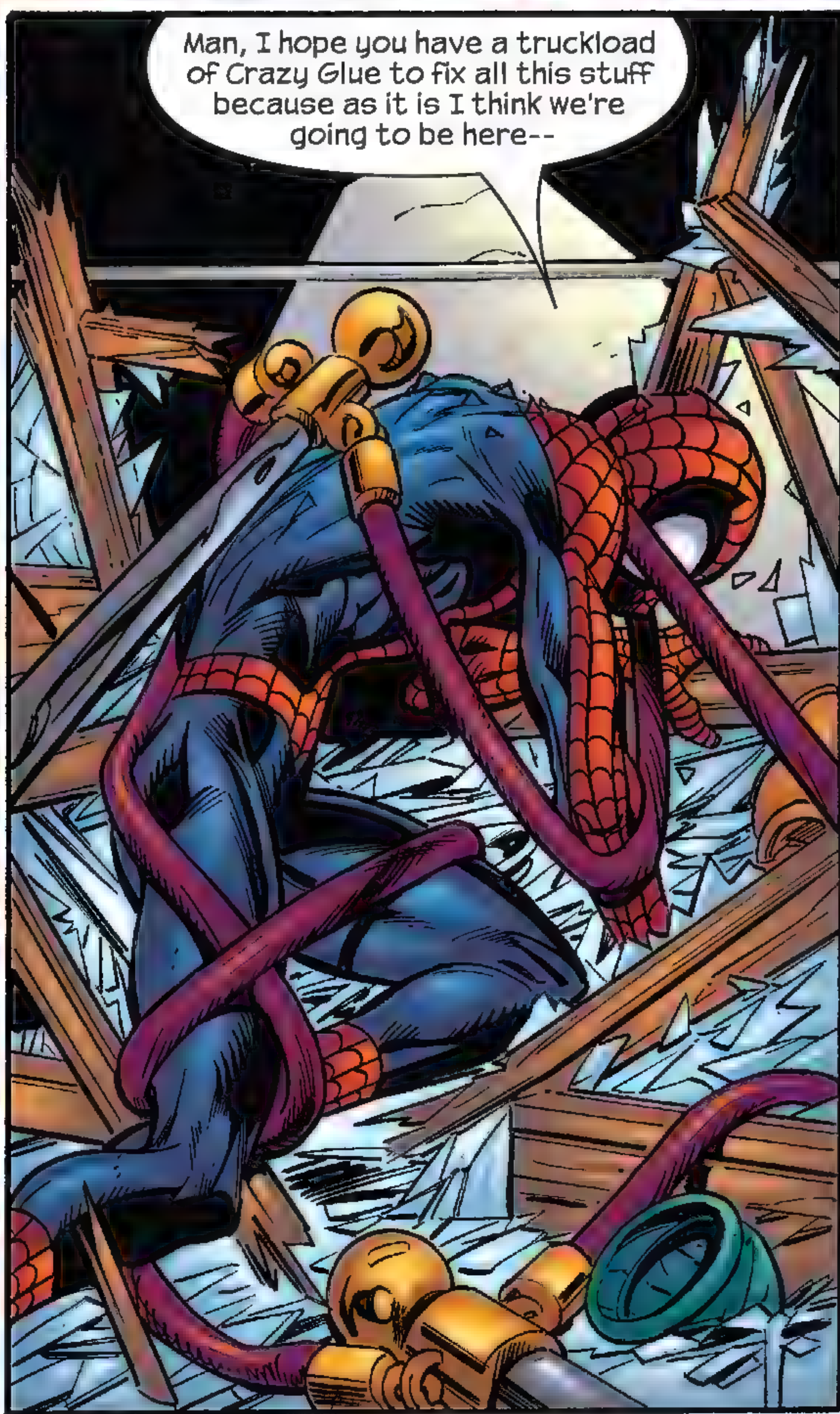
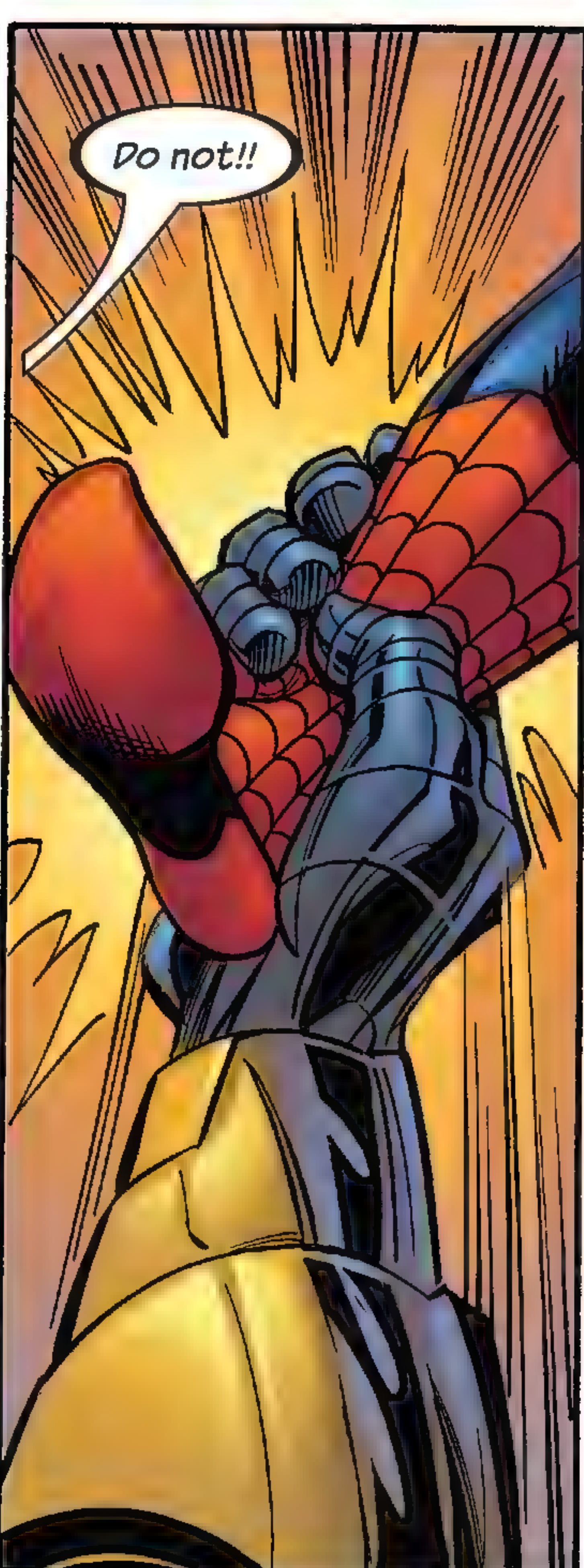
NURHACHI WILL BE GIVEN FREEDOM OR ALL WHO HEAR MY VOICE WILL TASTE DEATH!!

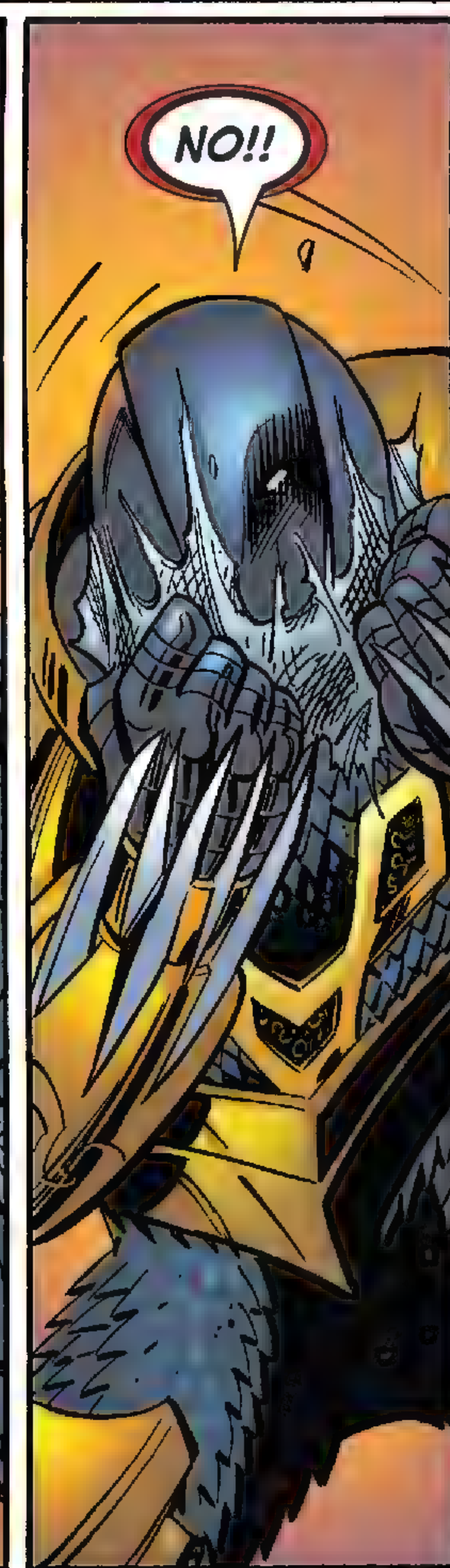
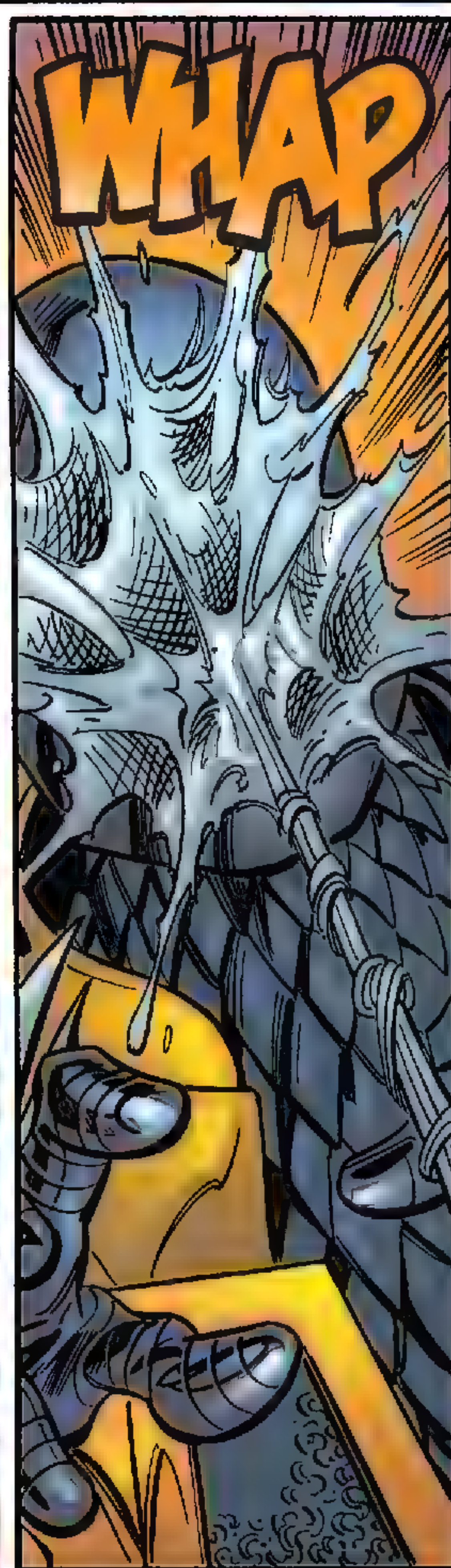
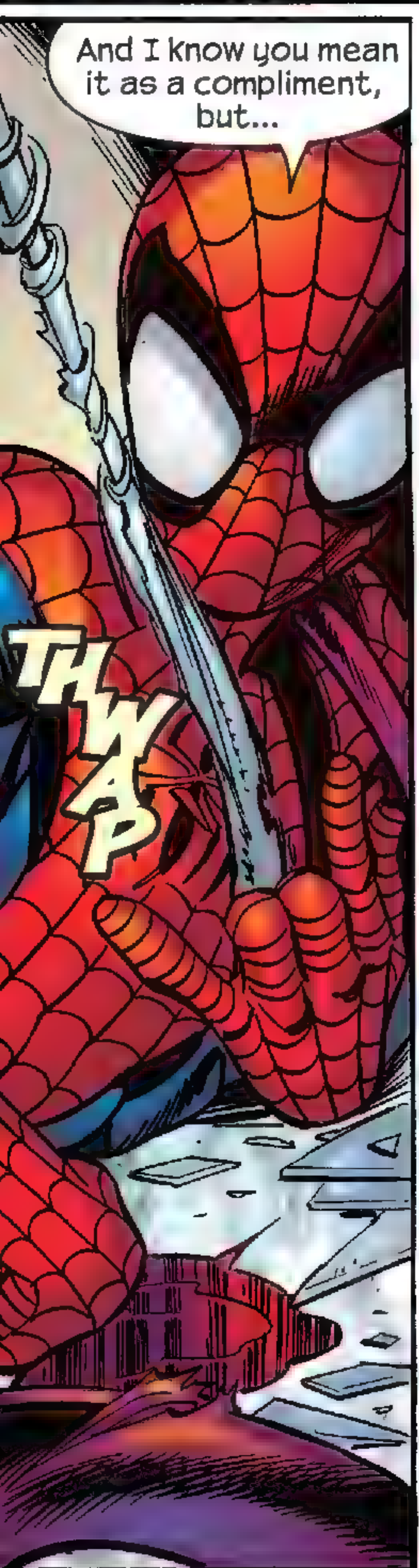
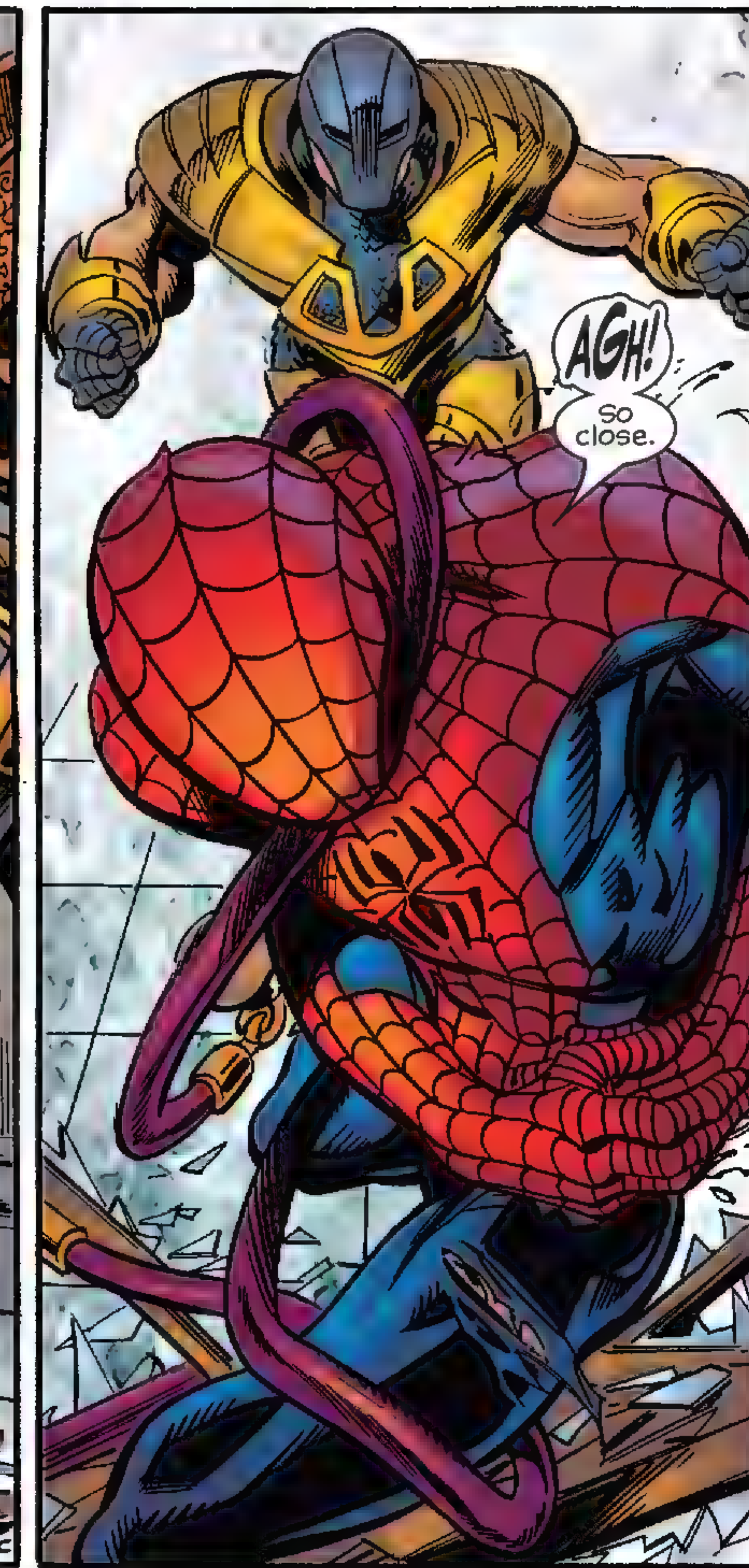
Oh yeah?

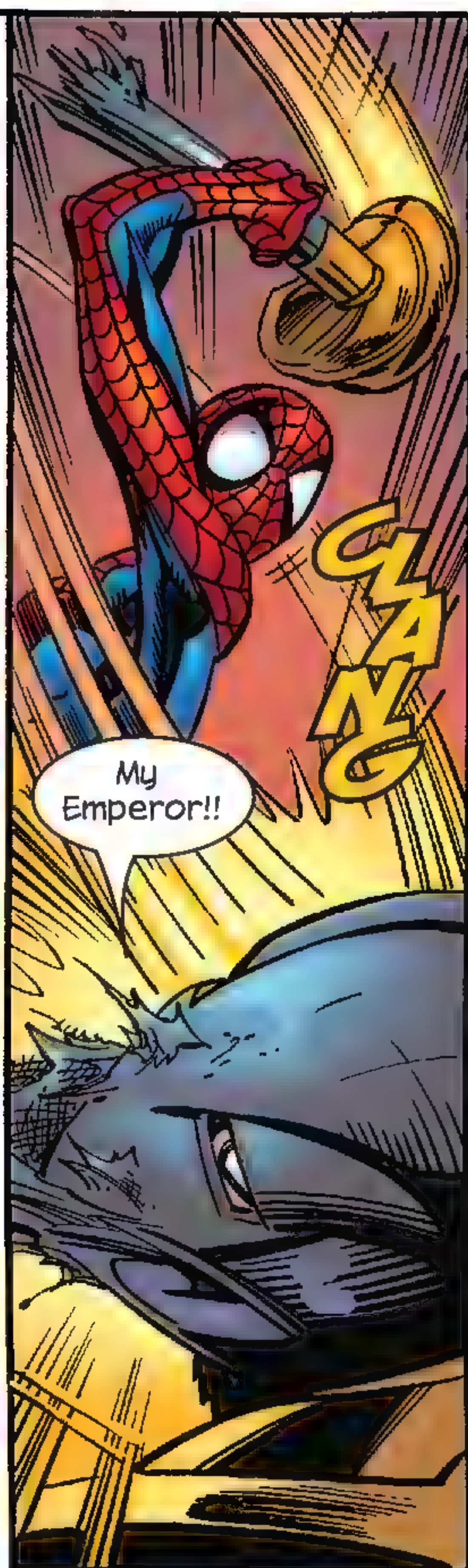
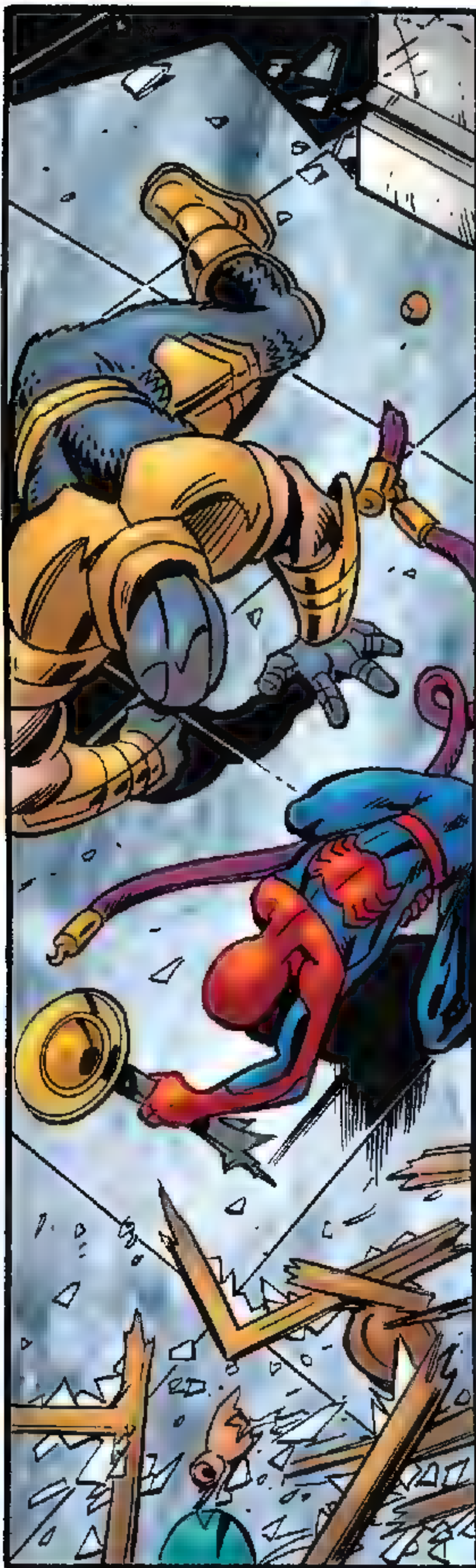
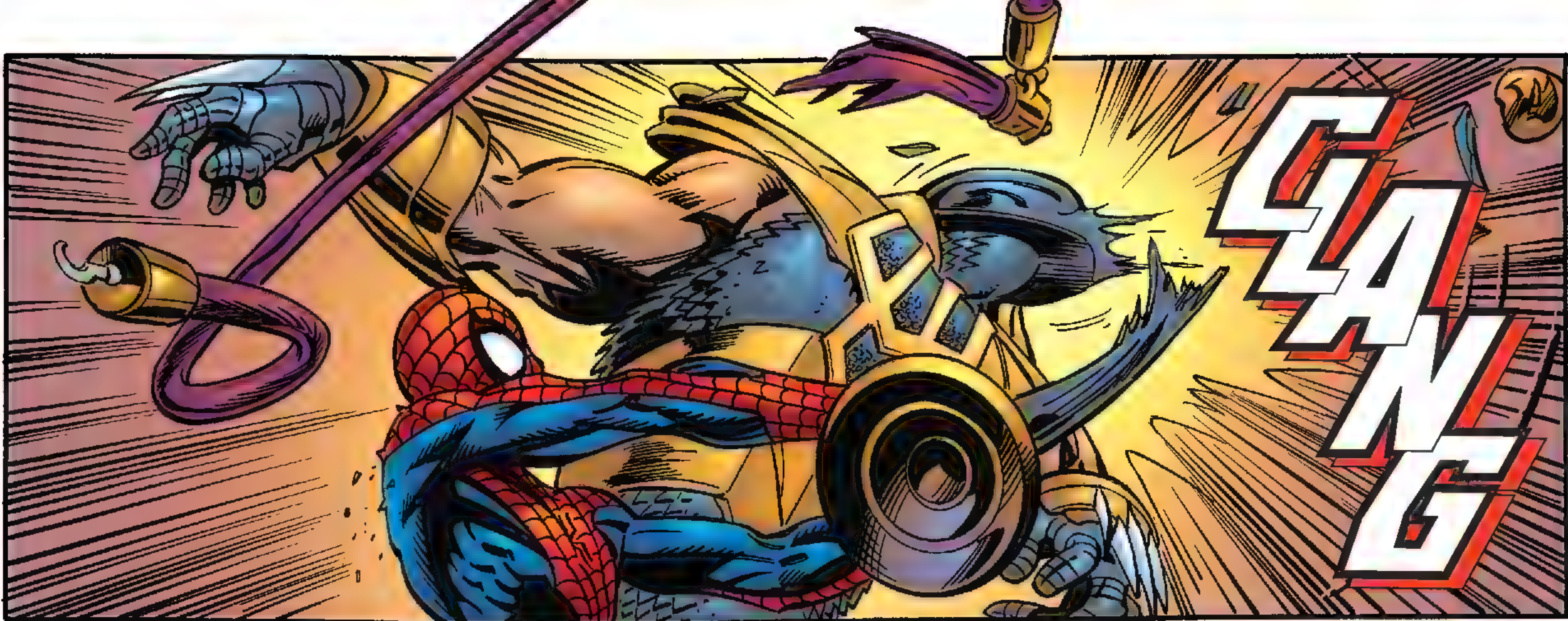


Well why don't you pick on someone your own...

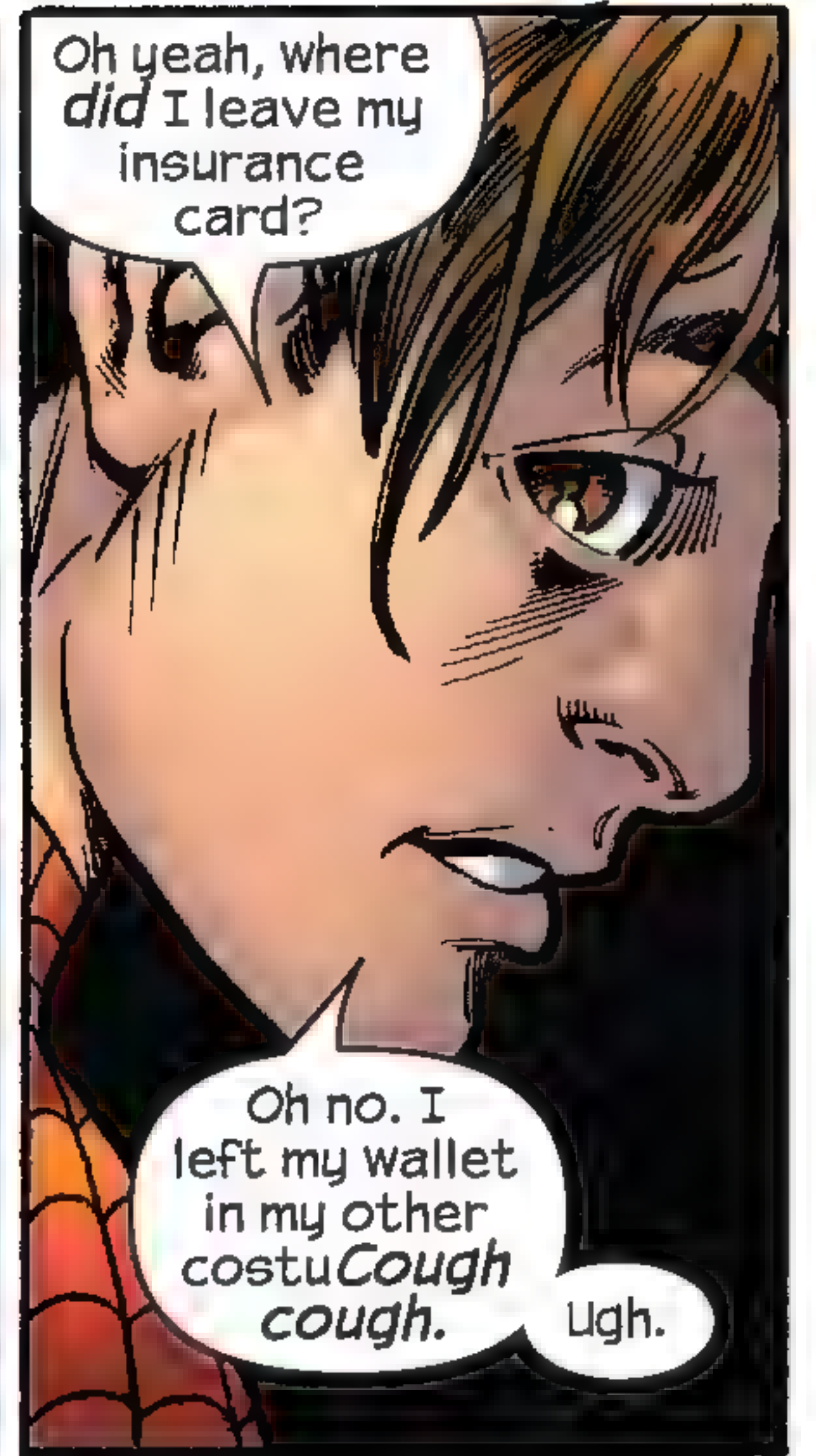
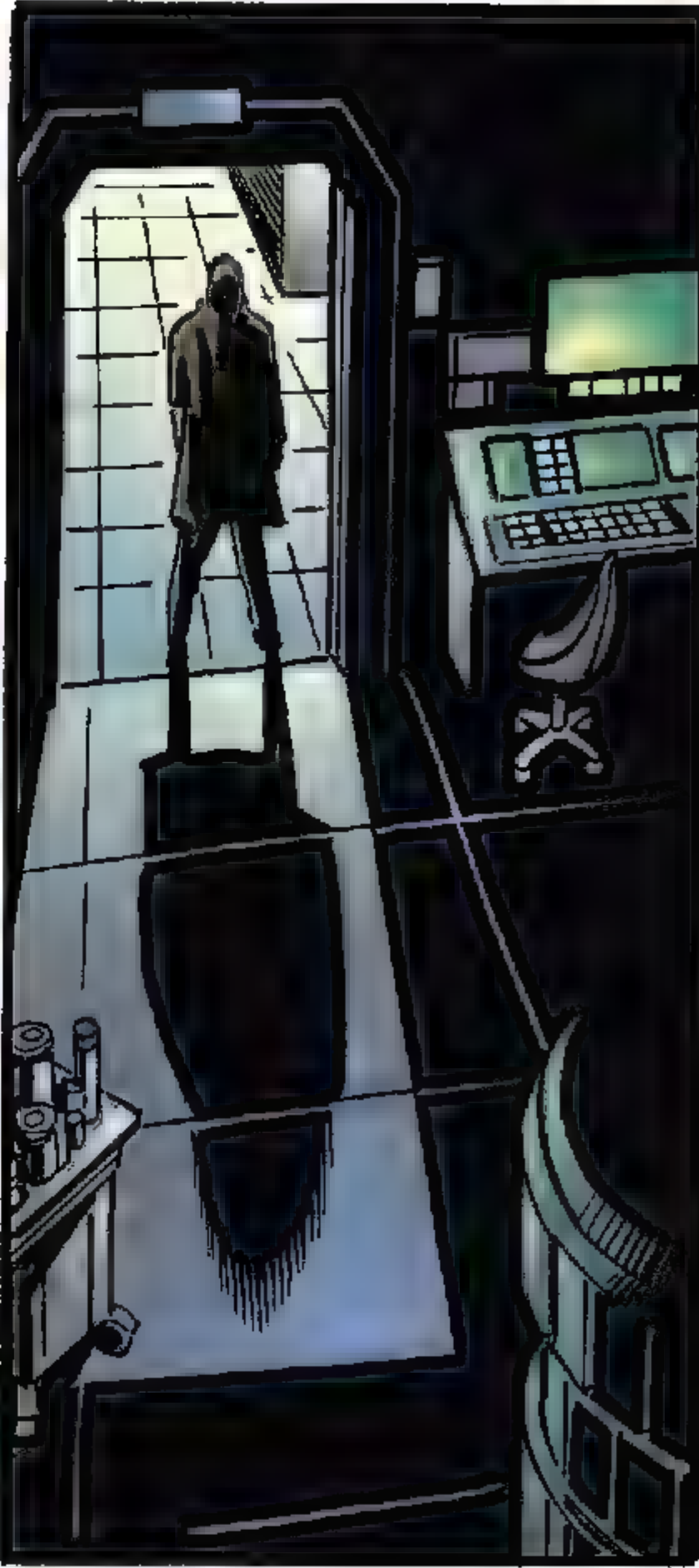
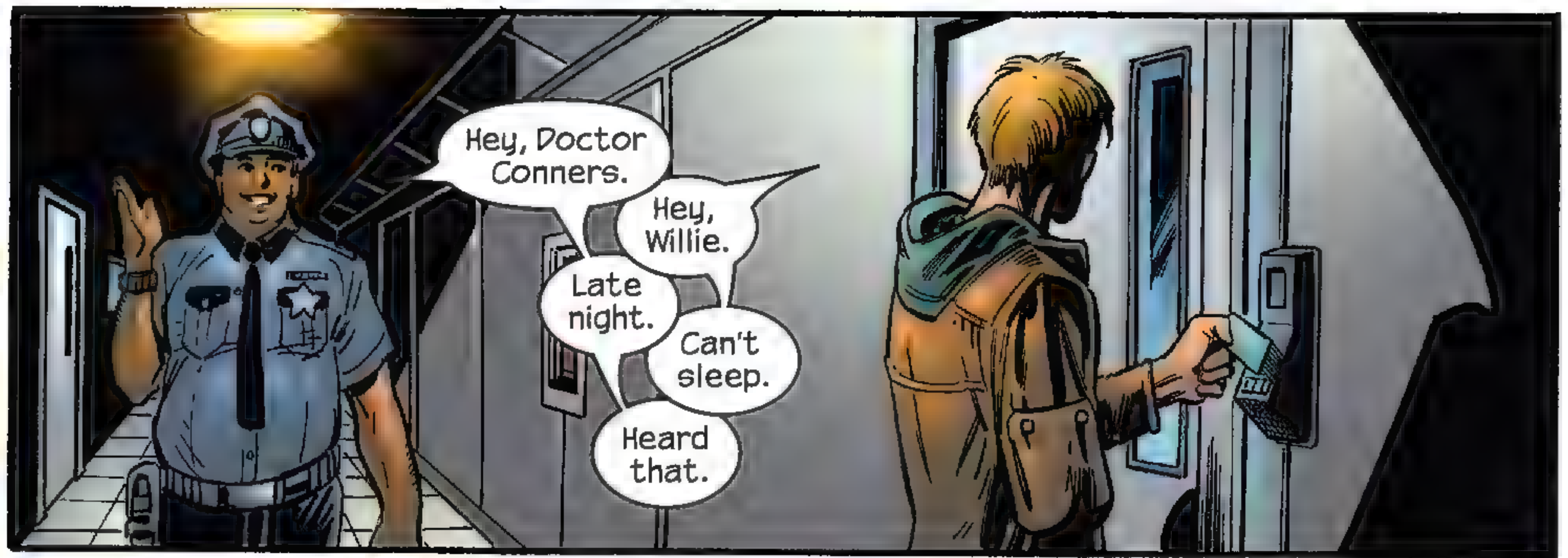
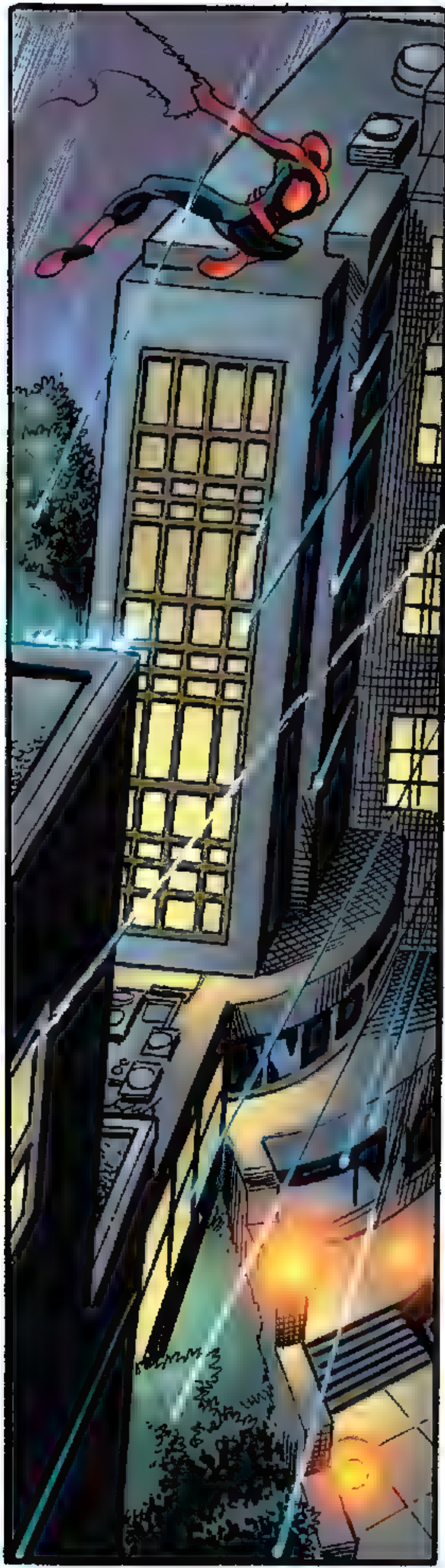


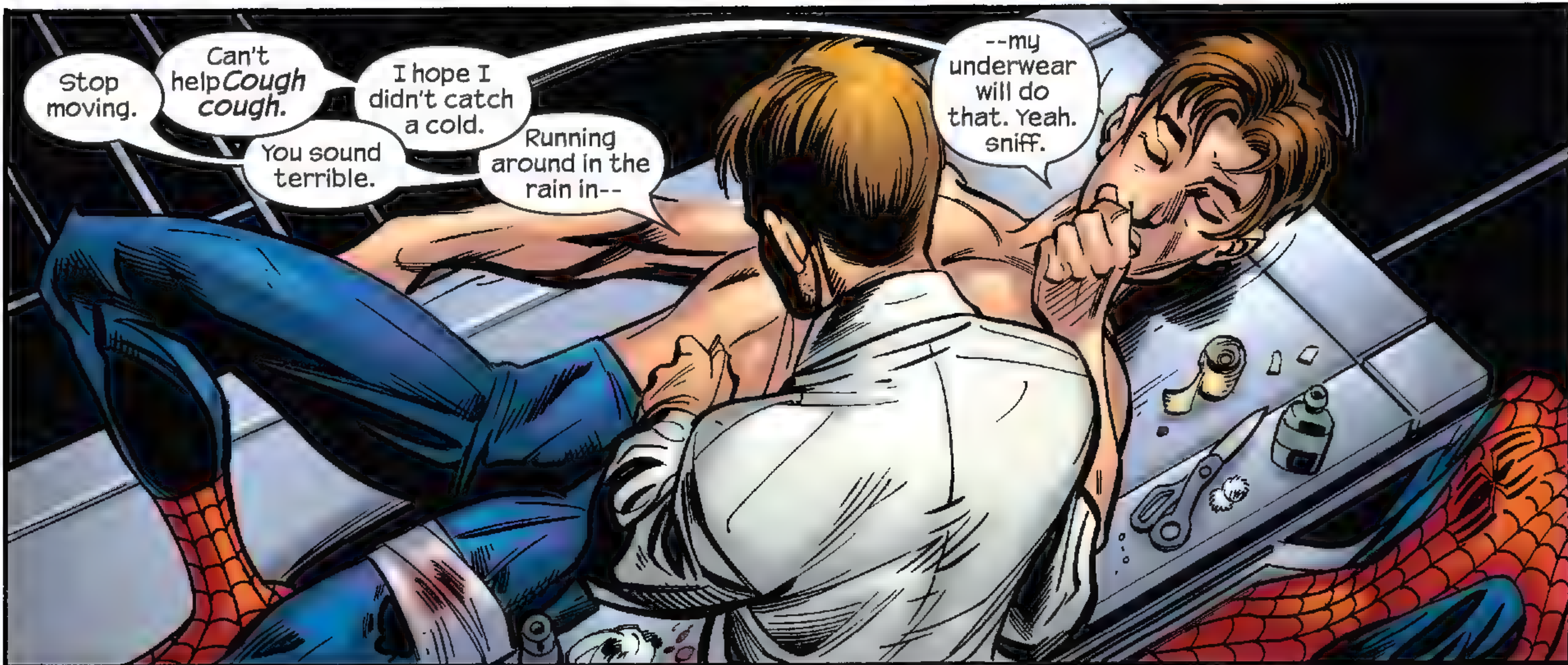












Stop moving.

Can't help cough cough.

I hope I didn't catch a cold.

You sound terrible.

Running around in the rain in--

--my underwear will do that. Yeah. sniff.



Stop moving.

You don't look so great either.



Can't sleep.



You okay?



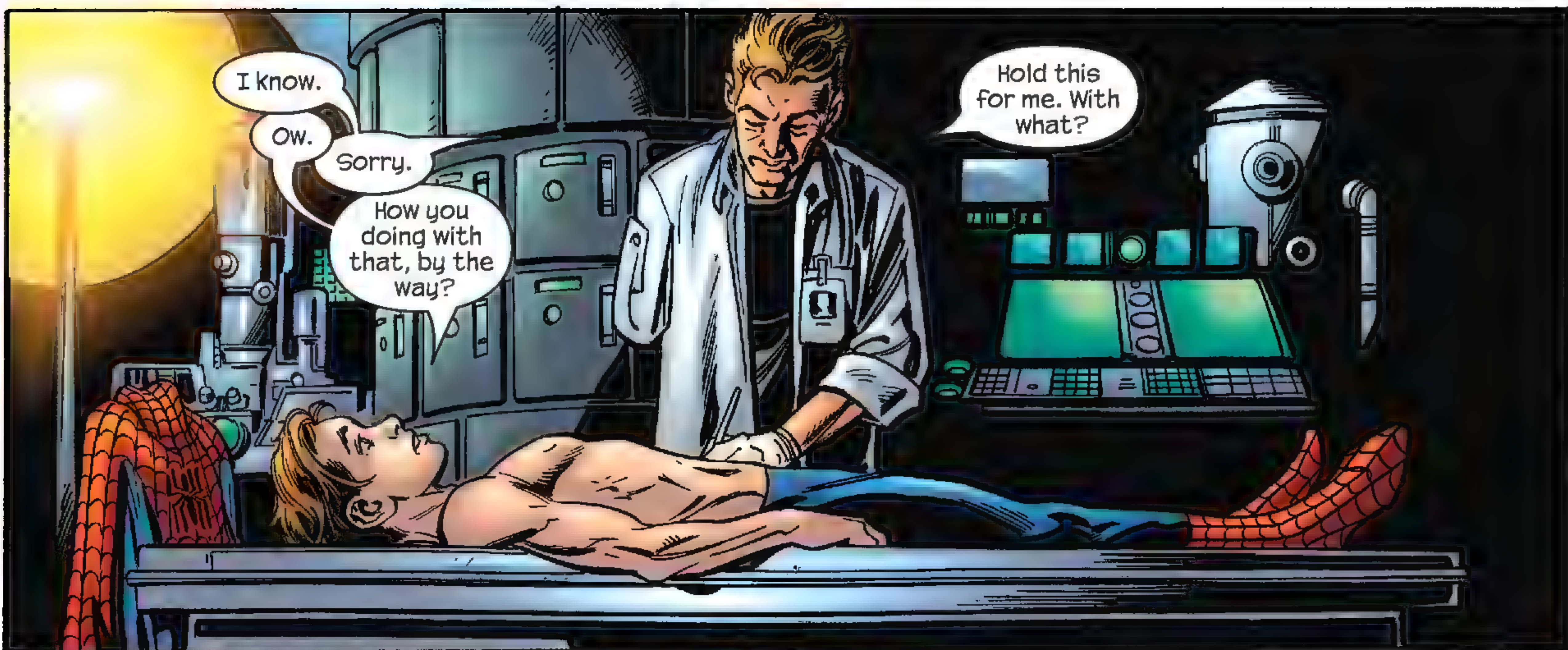
Adult stuff.



Well, at least you're not a lizard.



It-that was a joke.



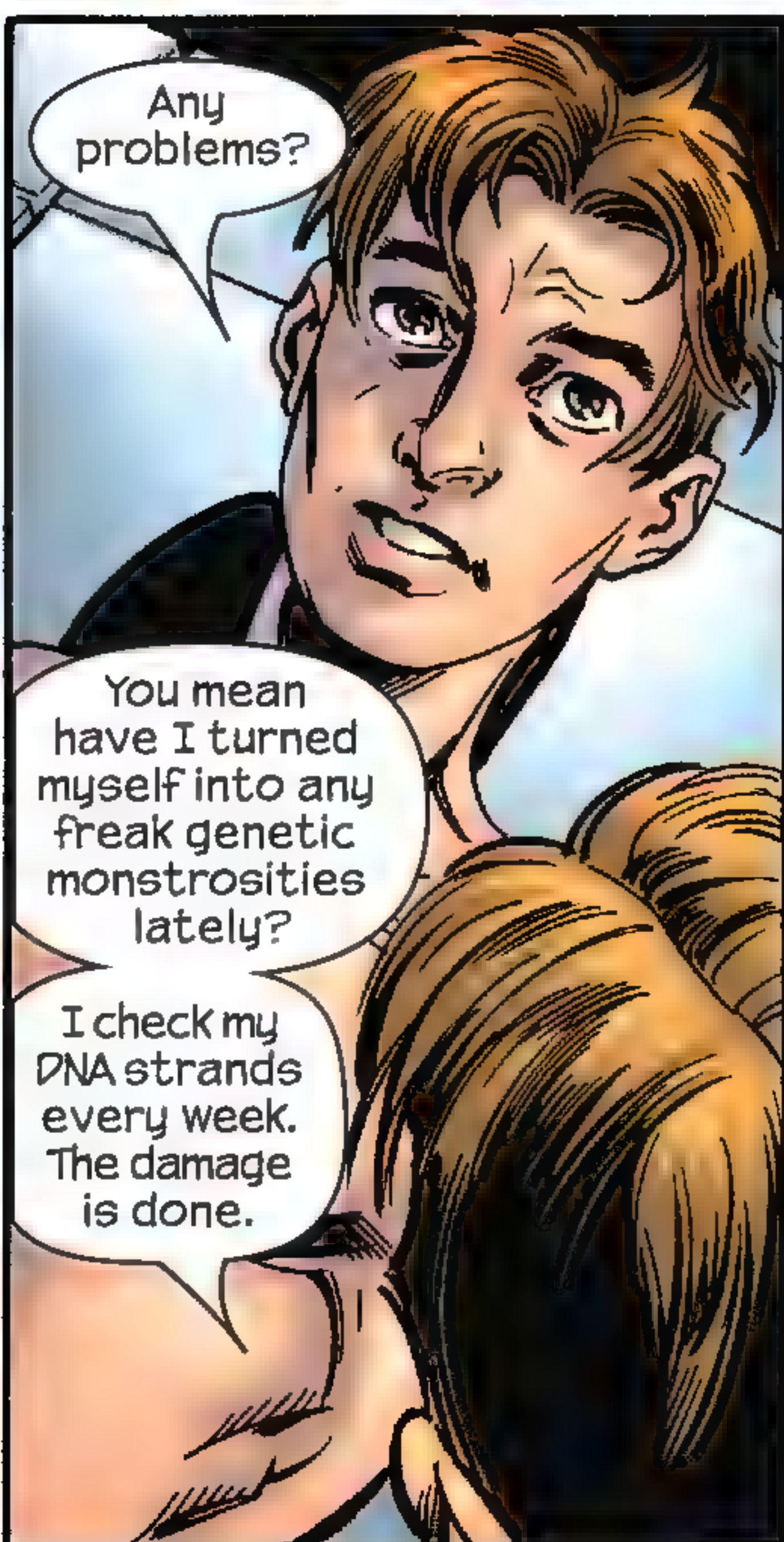
I know.

Ow.

Sorry.

How you
doing with
that, by the
way?

Hold this
for me. With
what?



Any
problems?

You mean
have I turned
myself into any
freak genetic
monstrosities
lately?

I check my
DNA strands
every week.
The damage
is done.



And I'm terrified
to try to do
anything about
it.

But... it's
isolated and
dormant.

But, still,
it's there. I
know it.

I know
what I did to
myself.

See, but,
it's not like
you *tried*
to do it to
yourself on
purpose.

I know guys that did
stuff like that to themselves
on purpose. *That* is one thing.



That- that
is just scum
city.

You were
trying to
regenerate
human tissue.
Grow back
your arm.

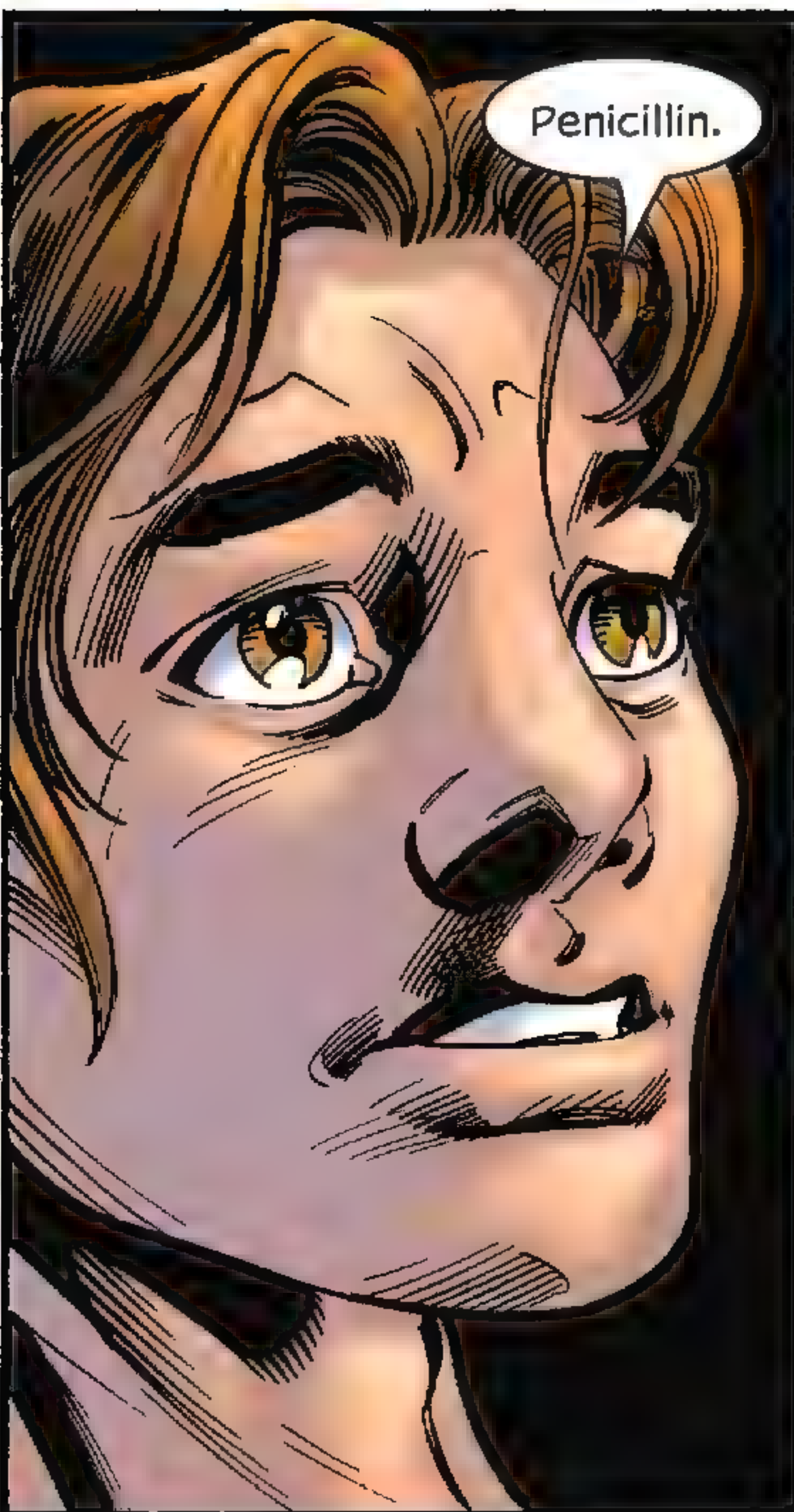
The *idea*
behind what
you did- it is
still *very*
interesting.

It was a noble
experiment on--

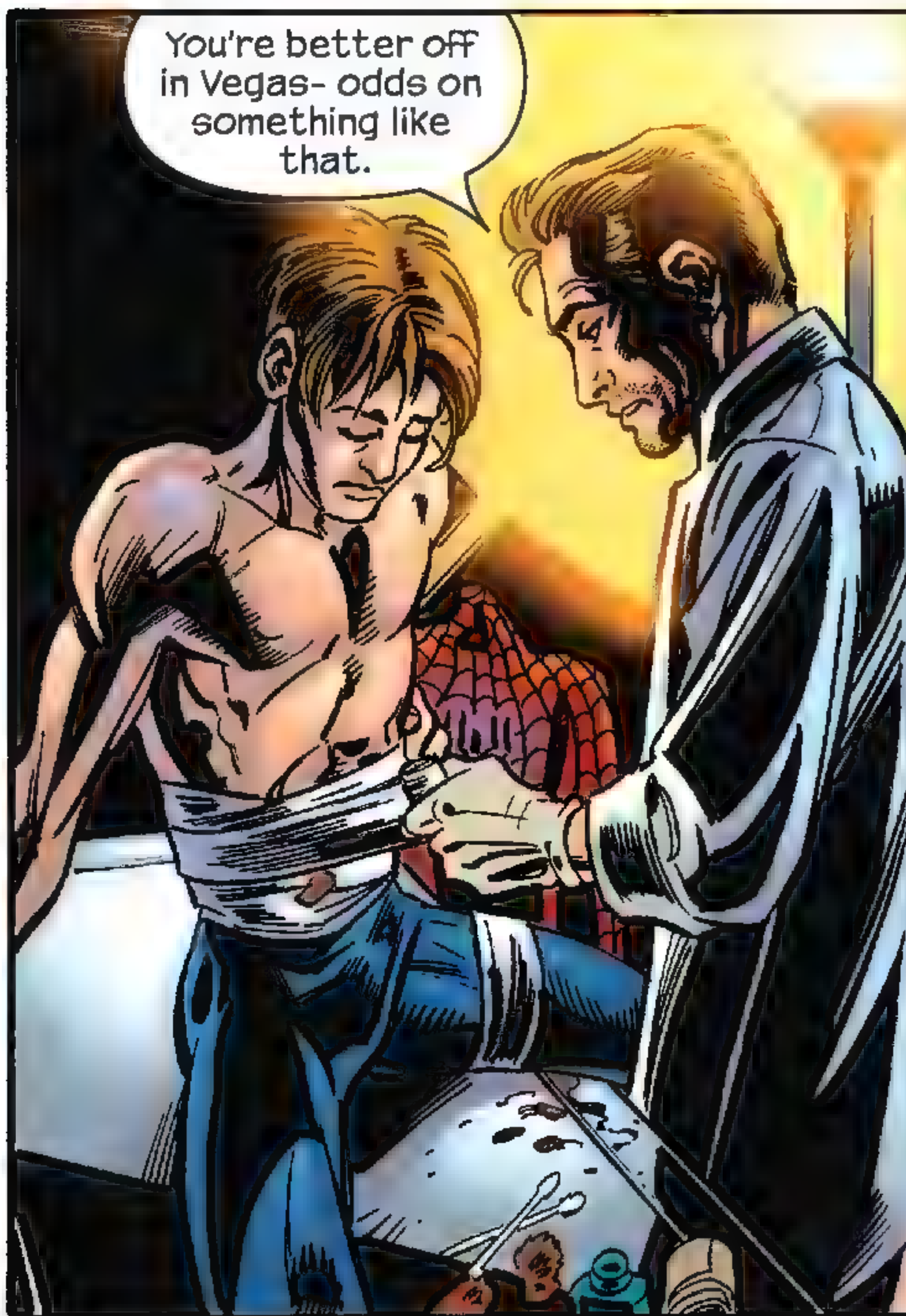


Well, intentions being
what they are, kiddo...
Science is results.

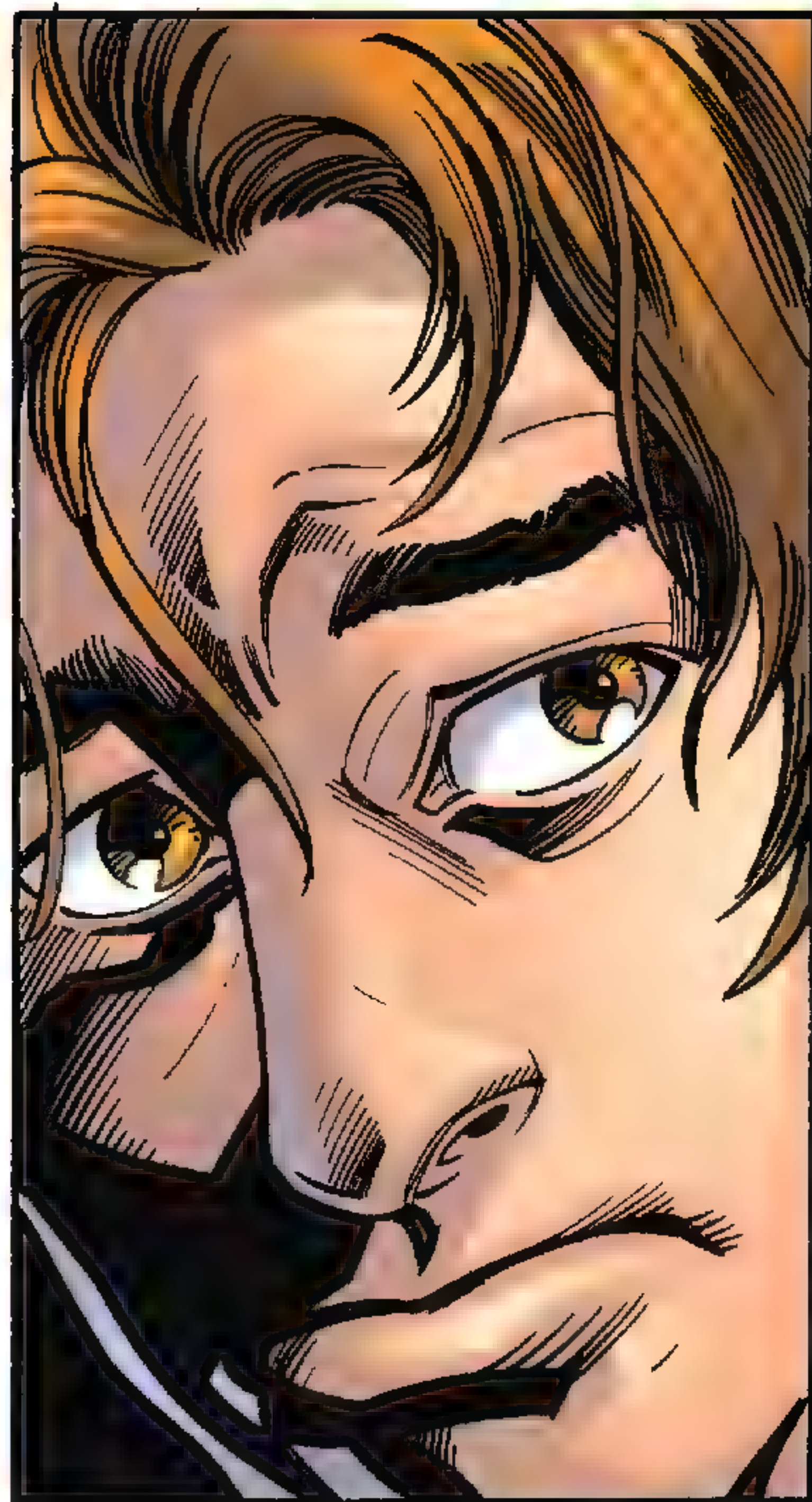
The only accidents
scientists want are the
happy ones and they
happen once upon
a never.

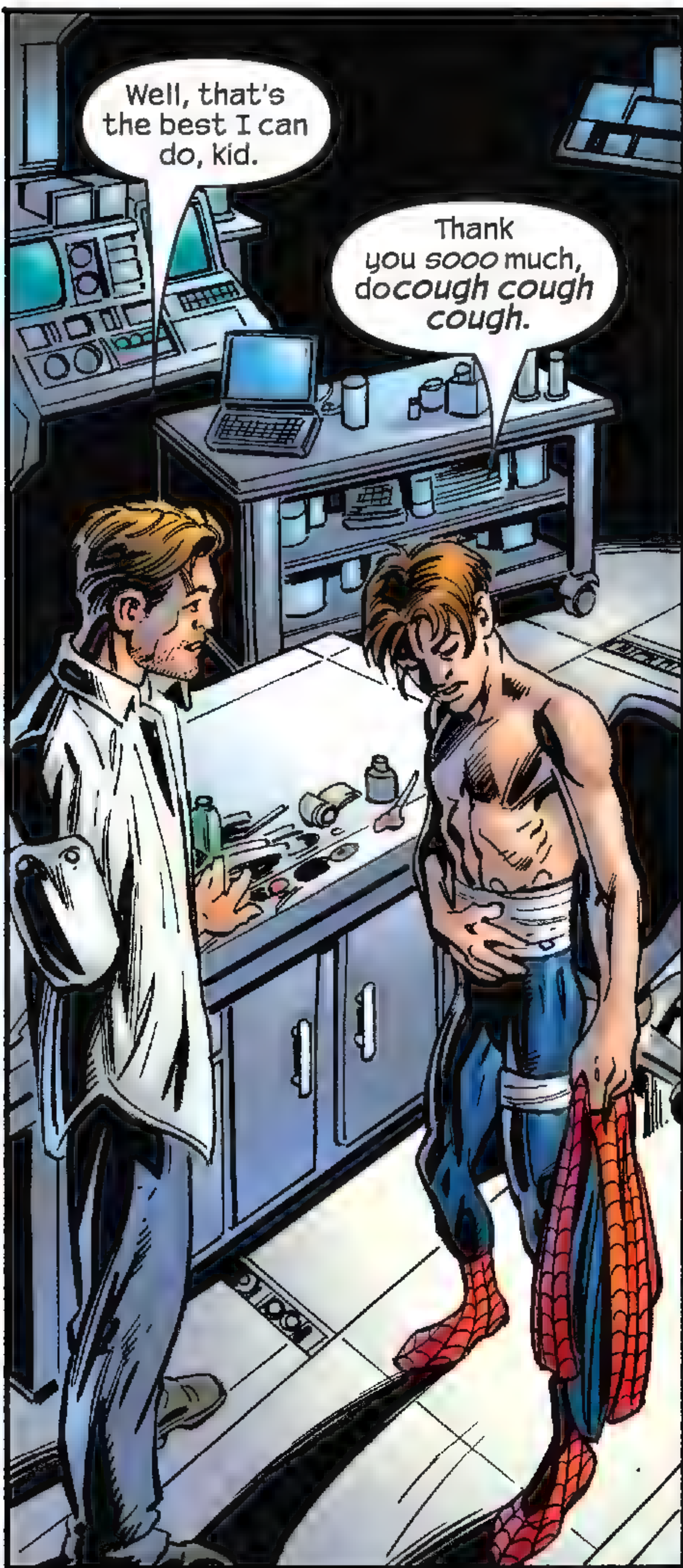


Penicillin.



You're better off
in Vegas- odds on
something like
that.





Well, that's the best I can do, kid.

Thank you sooo much, docough cough cough.



Cough cough caff!!

Peter, let me give you a ride home.

No, no that's- it stopped raining. I'll get home faster by web than by car.



Really?

You're *that* fast?



Yeah.

But yet still not fast enough to dodge idiot darts from idiots.

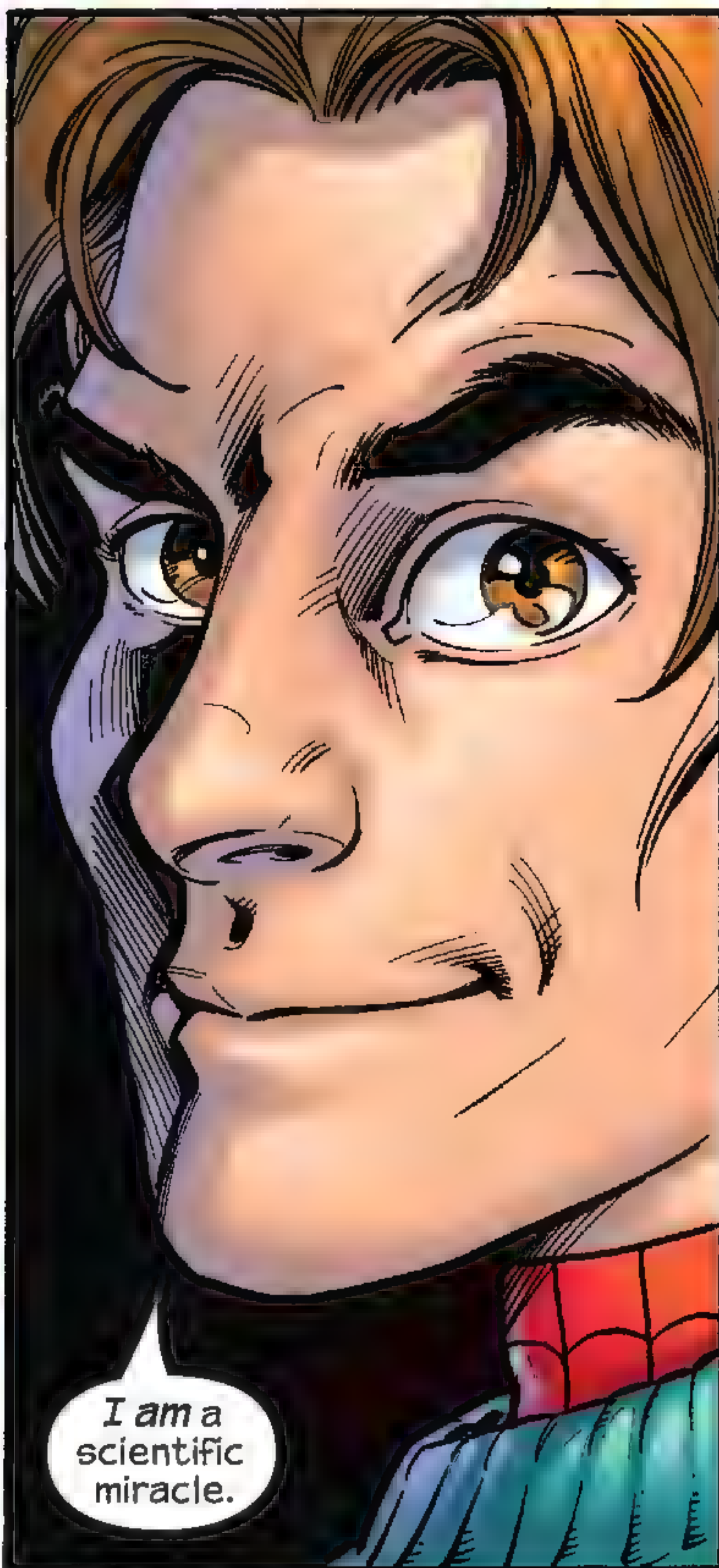
Take the sweatshirt.

Yeah, okay.



Listen, are you sure there's nothing I can do to help you with *whatever's* going on with you?

You have any miracle scientific breakthroughs on you?



I am a scientific miracle.



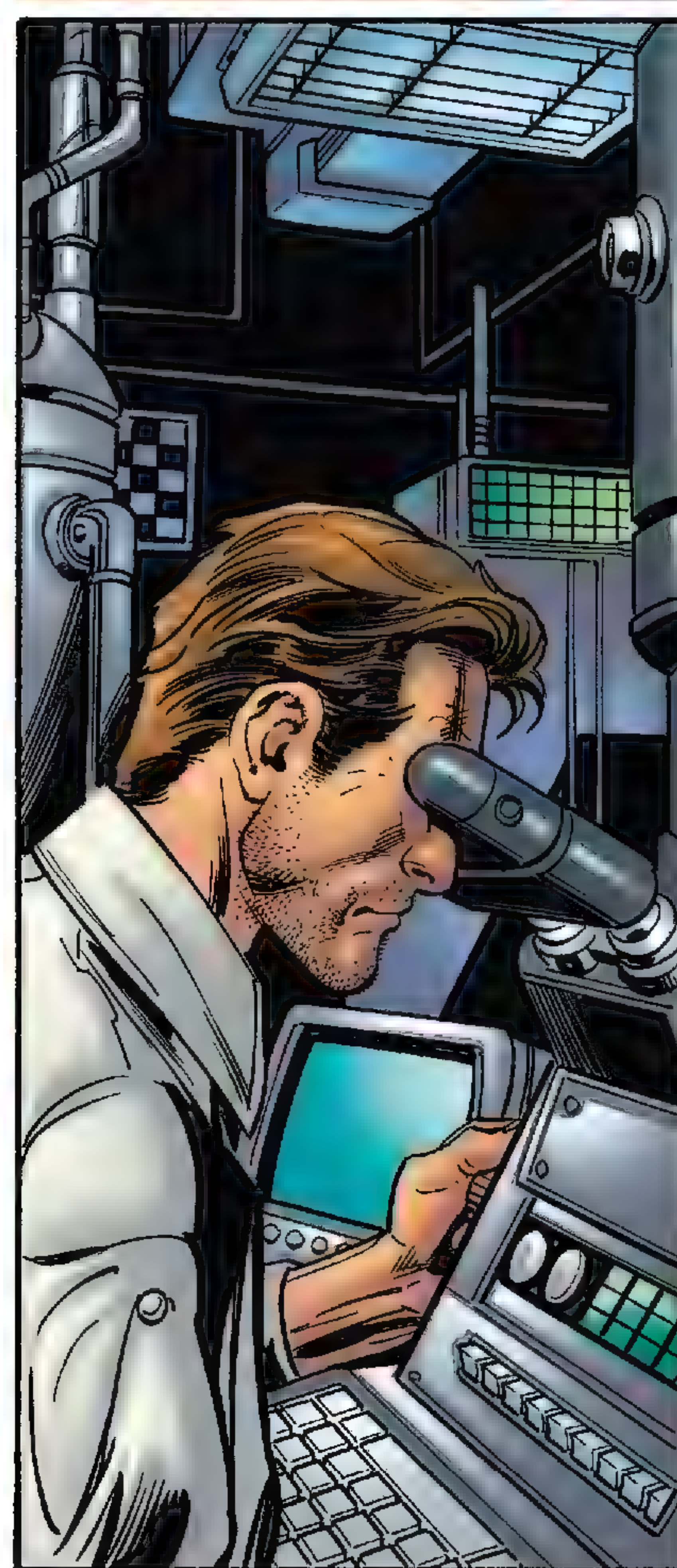
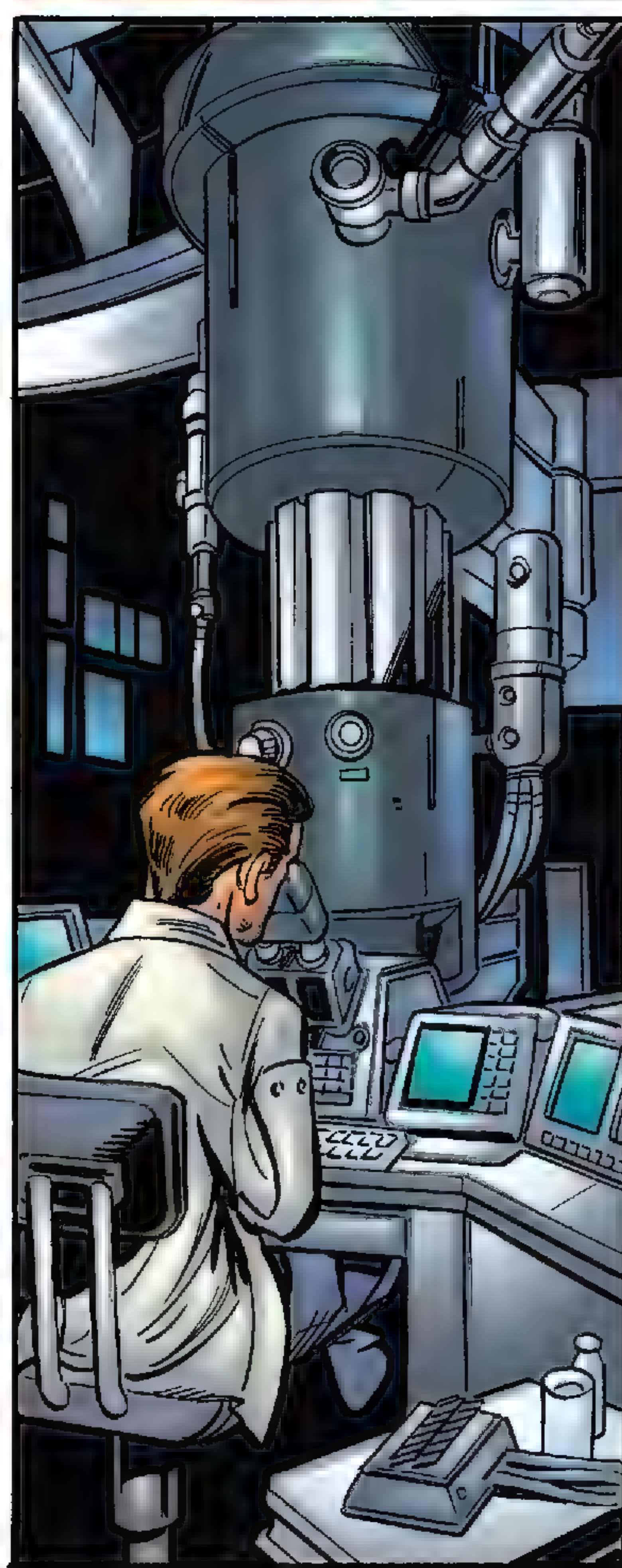
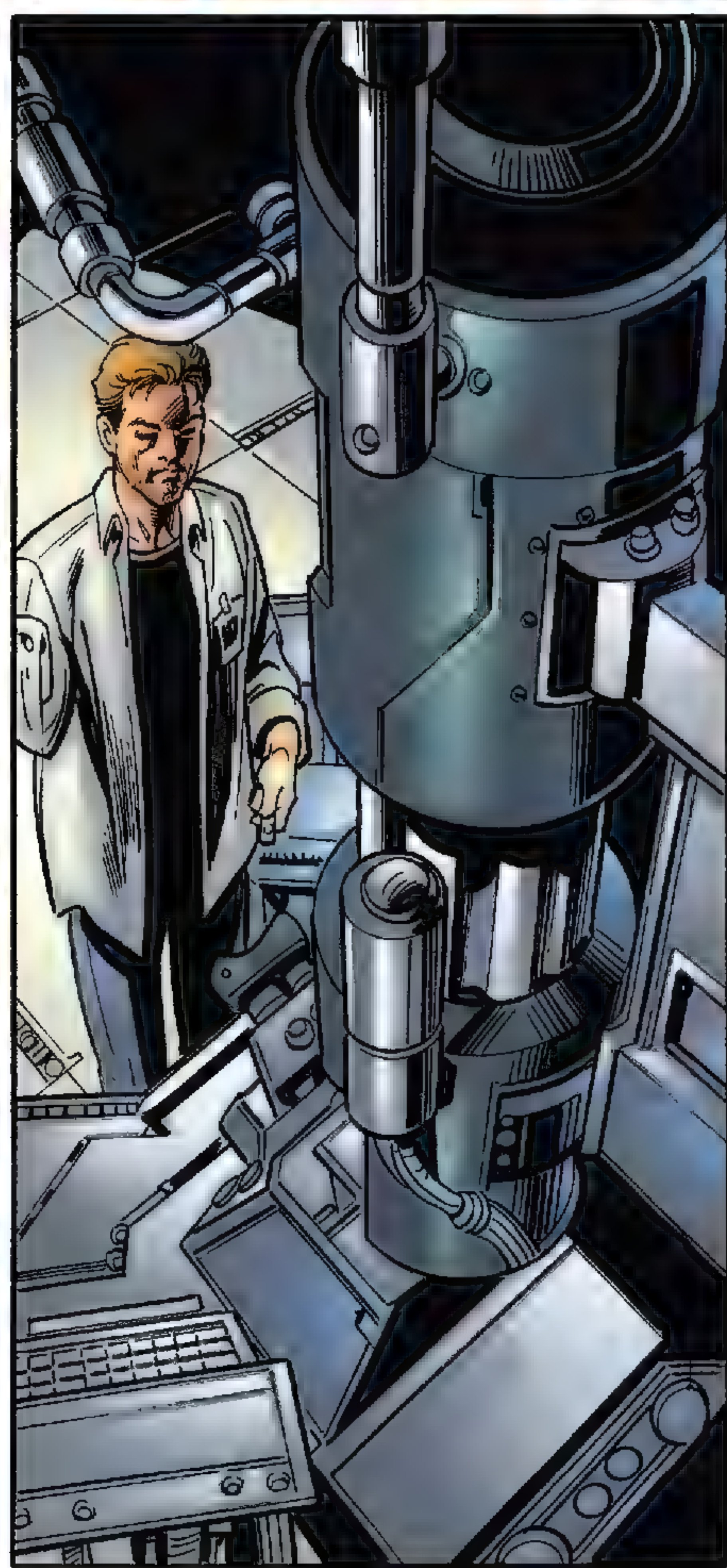
That you are.

Keep that clean.

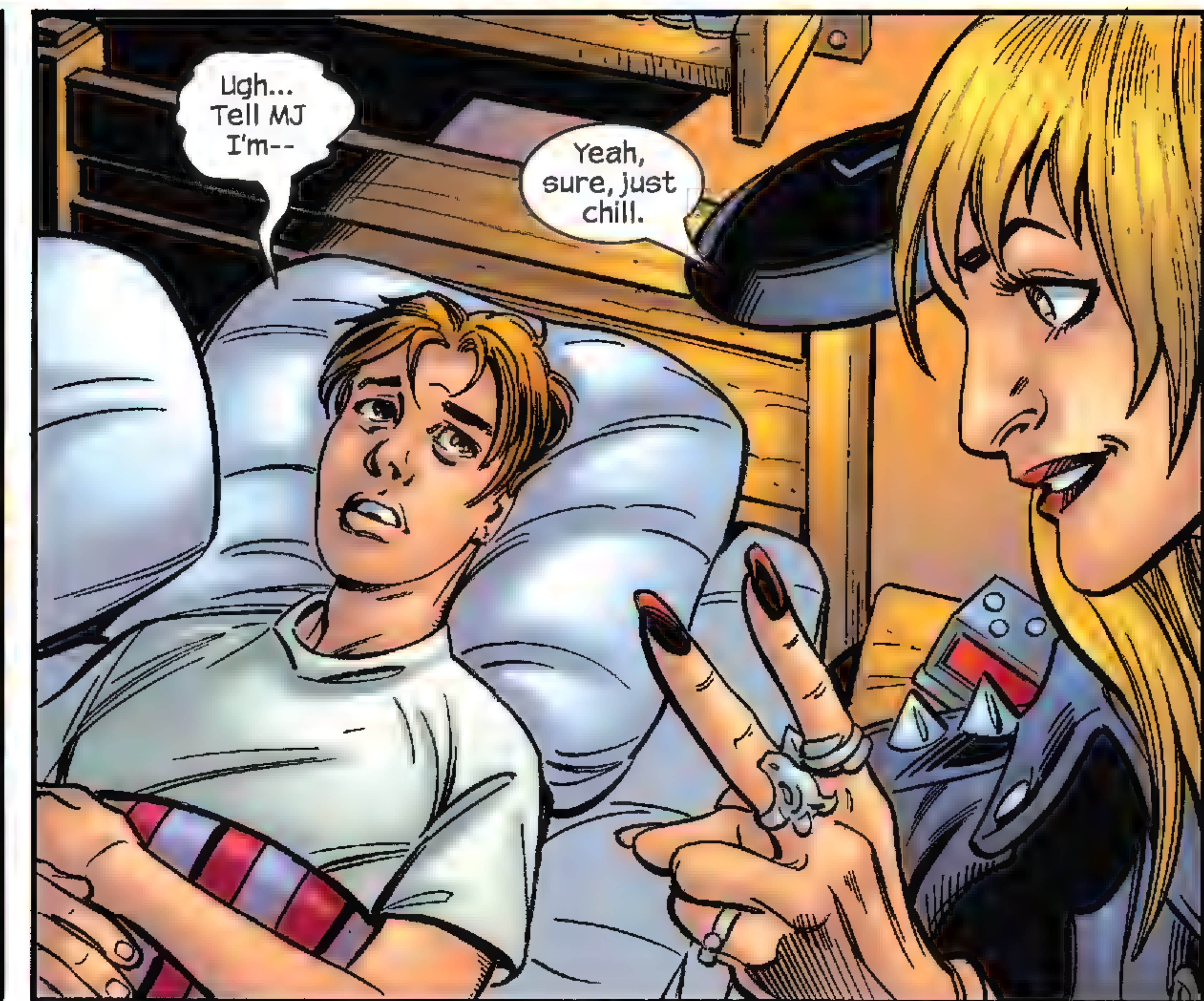
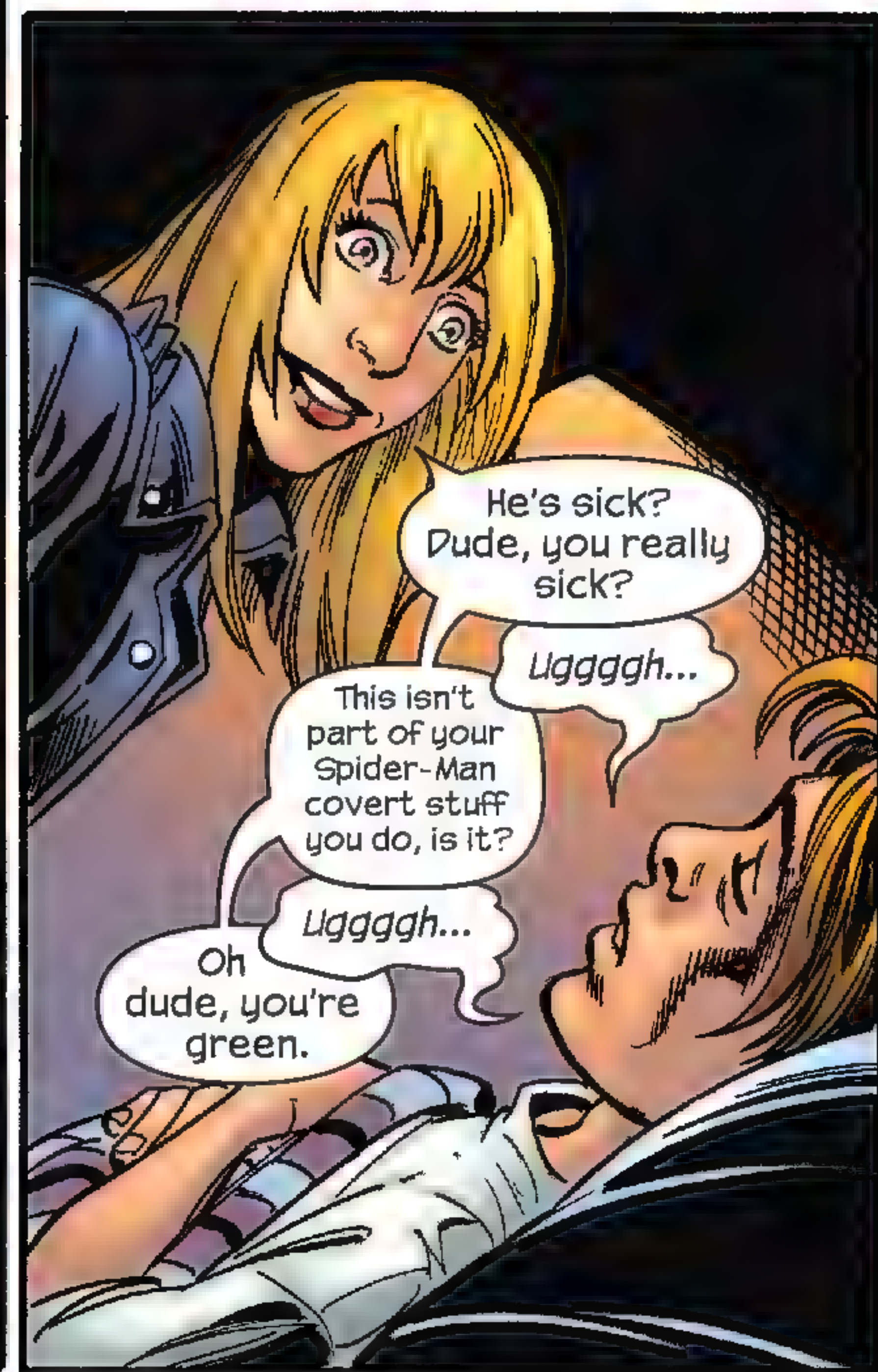
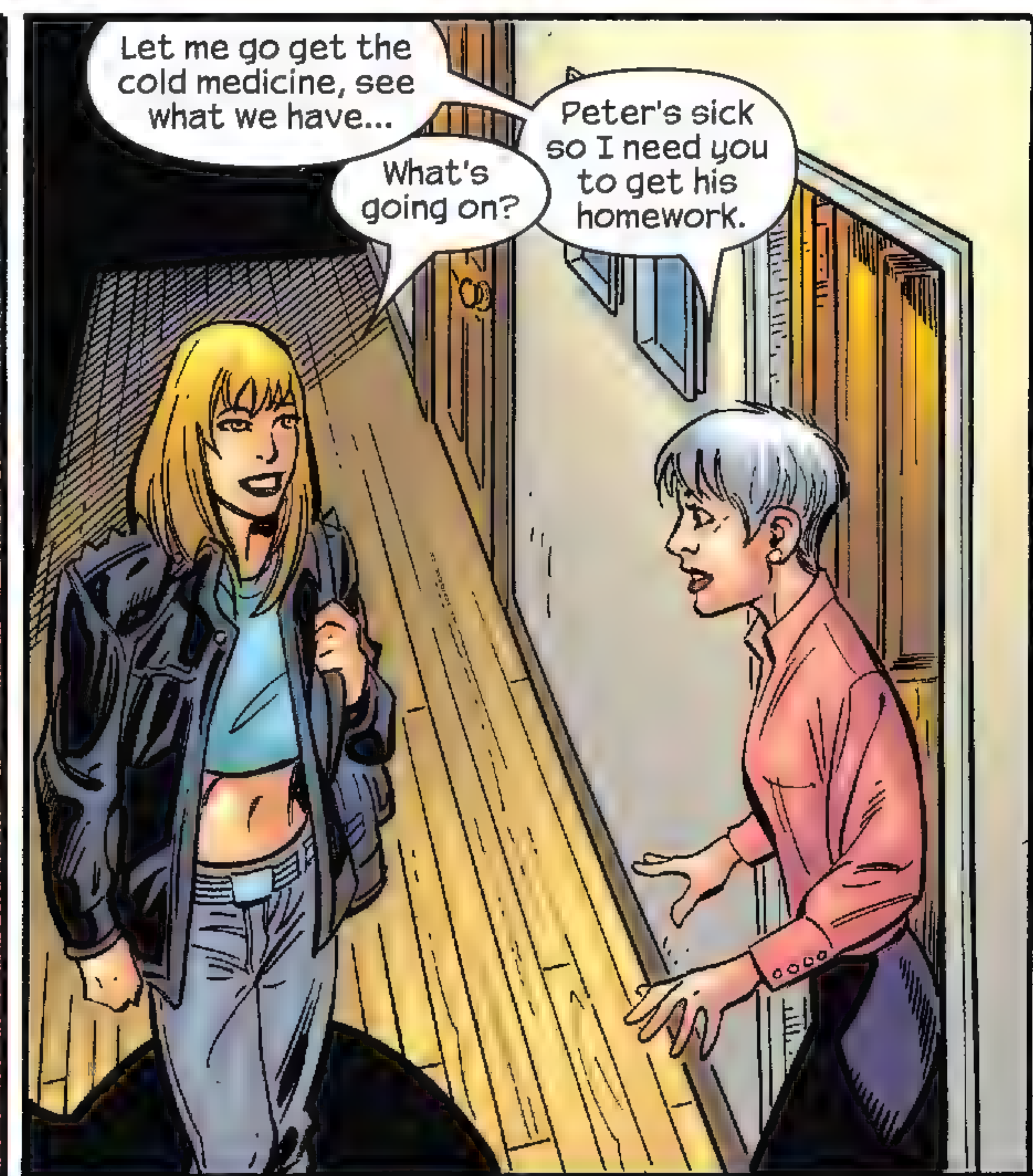
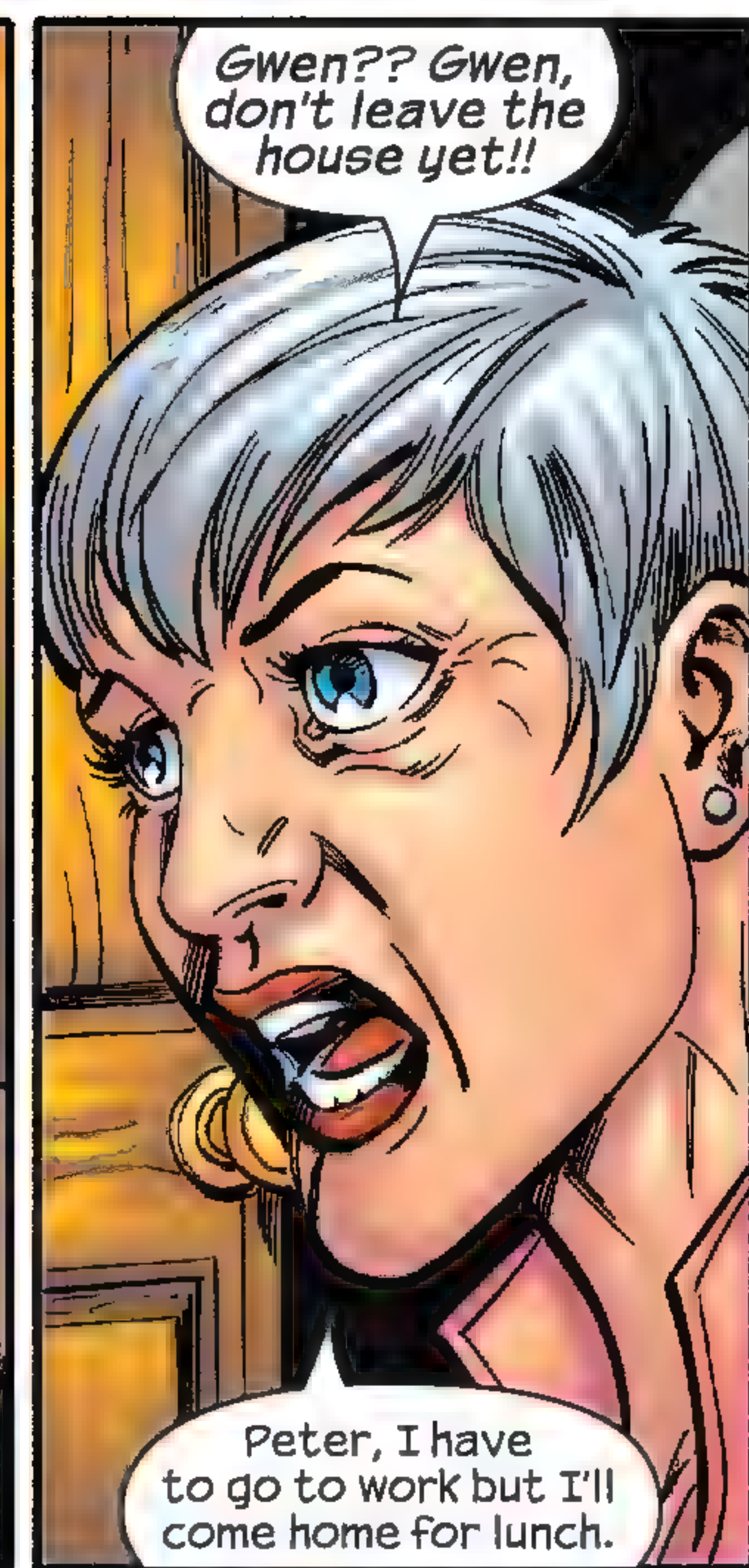
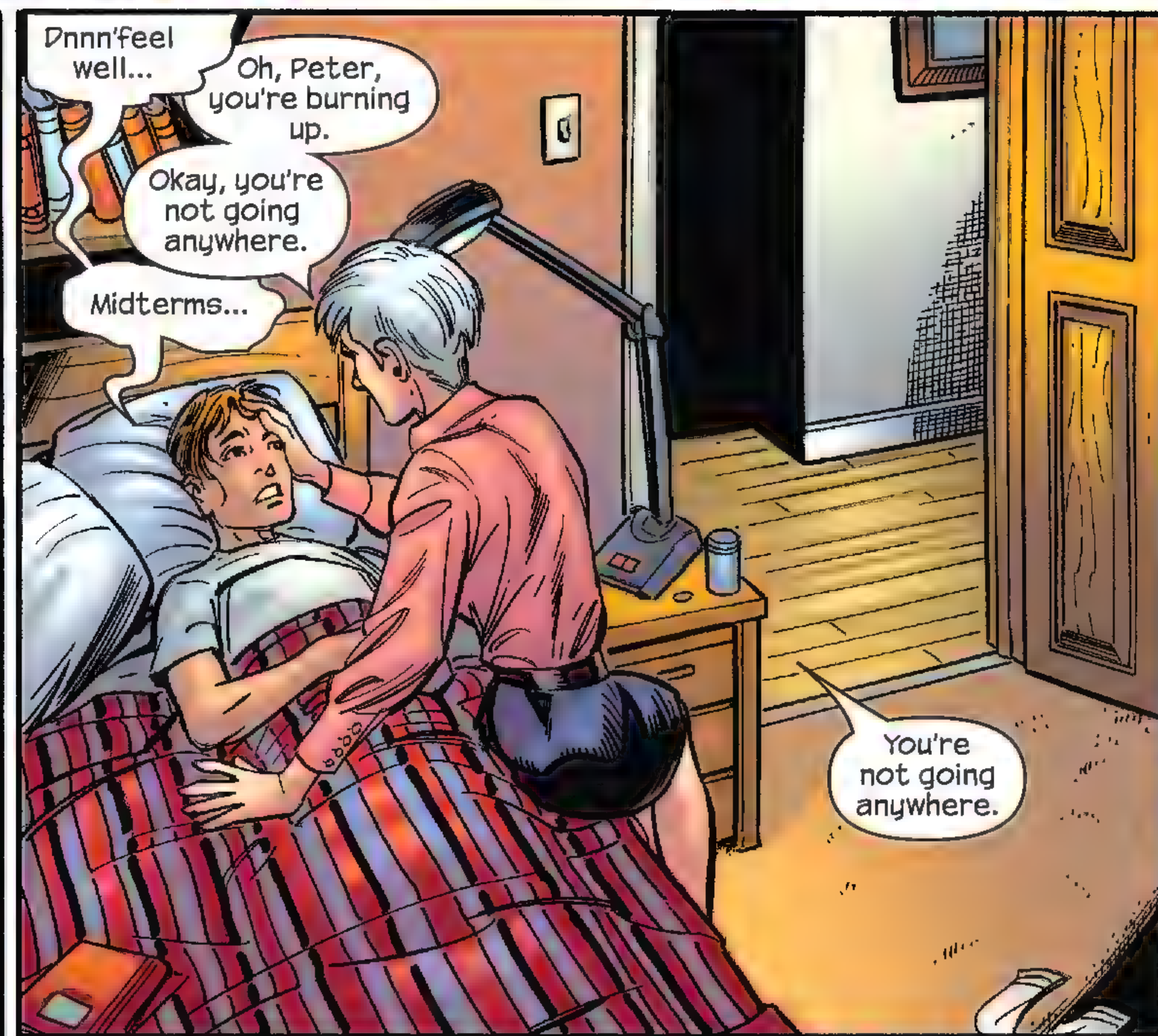
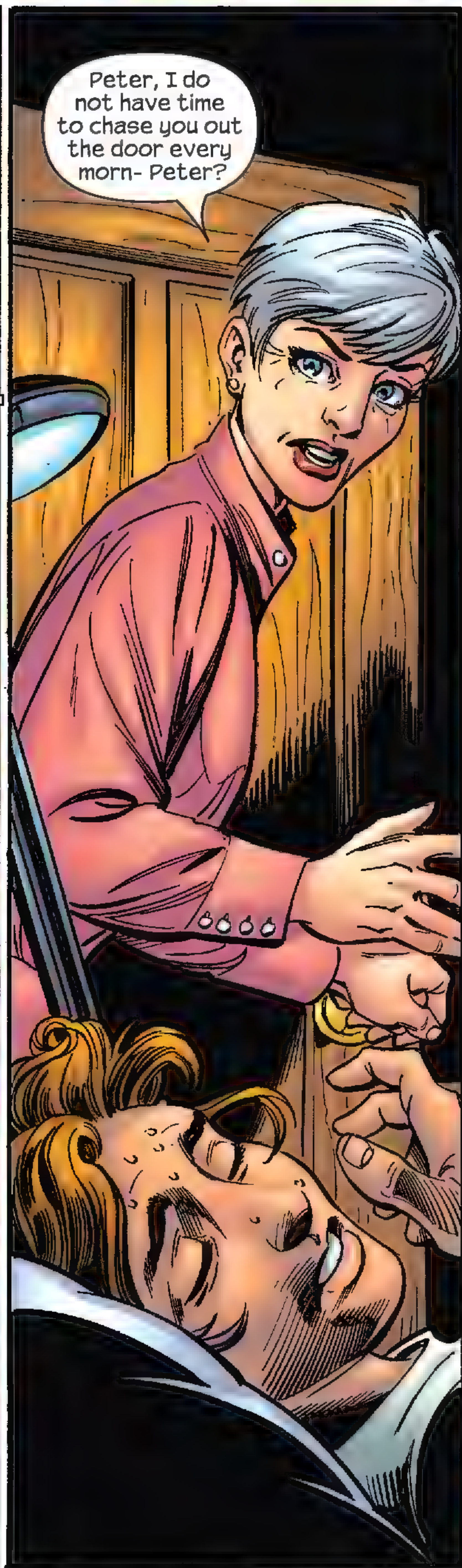
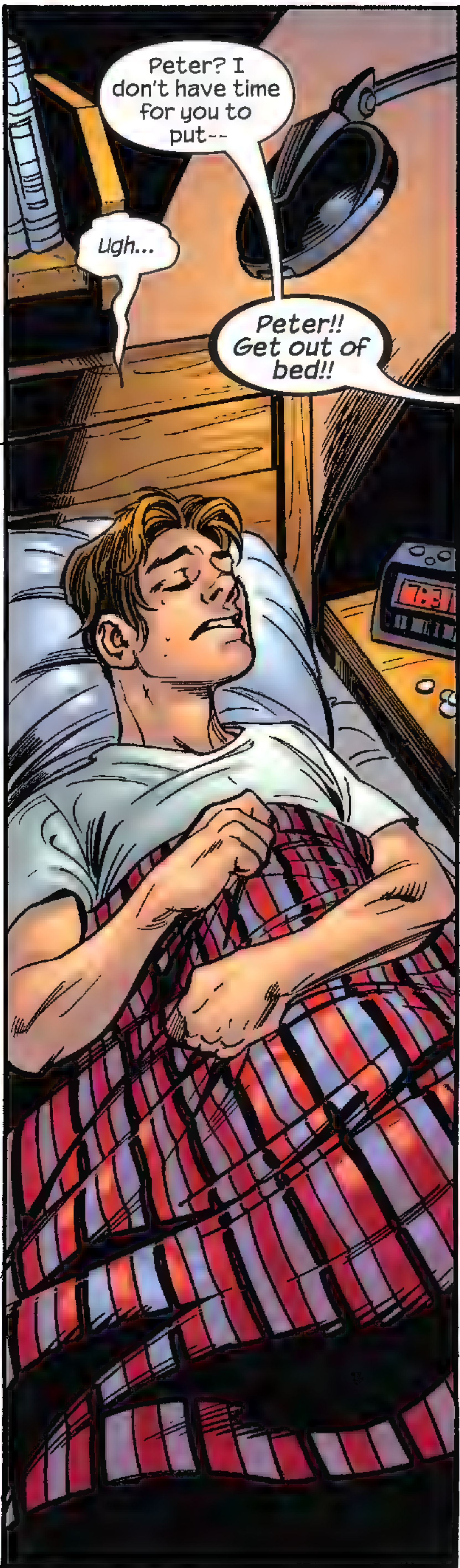
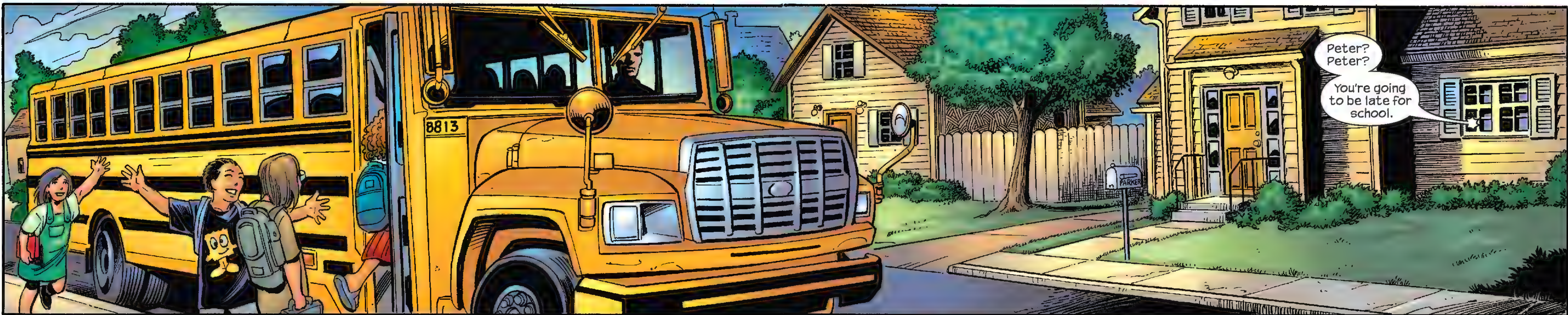
Adios muchachos!

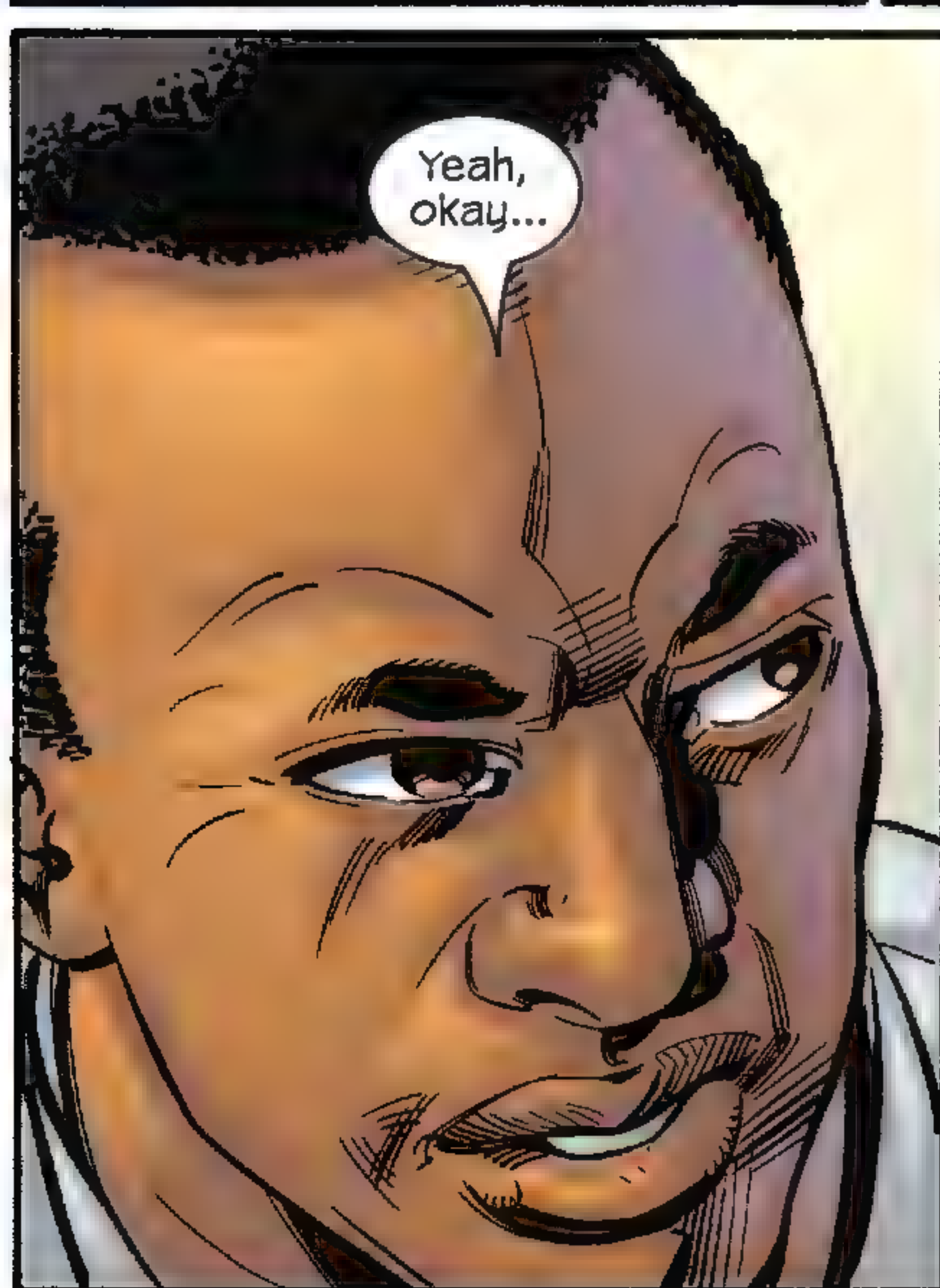
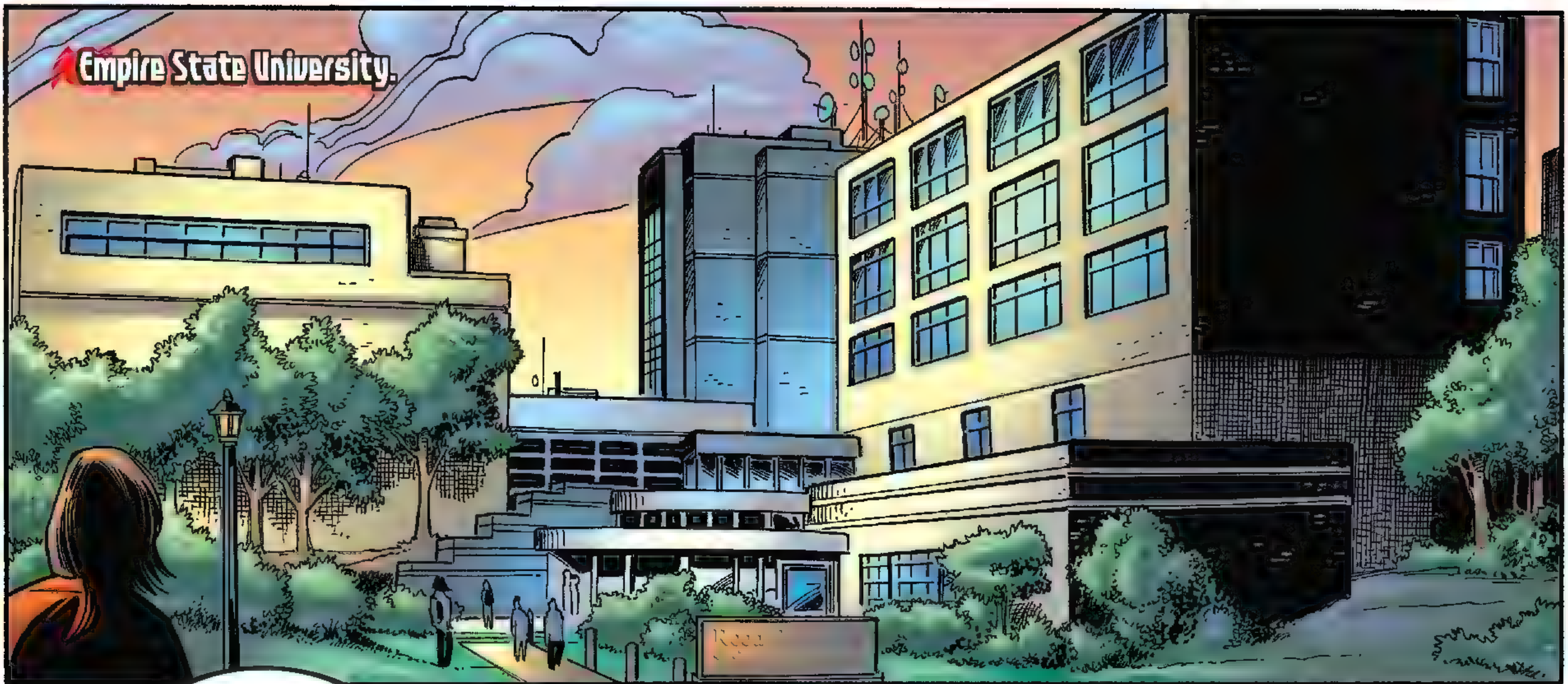
I owe you big.

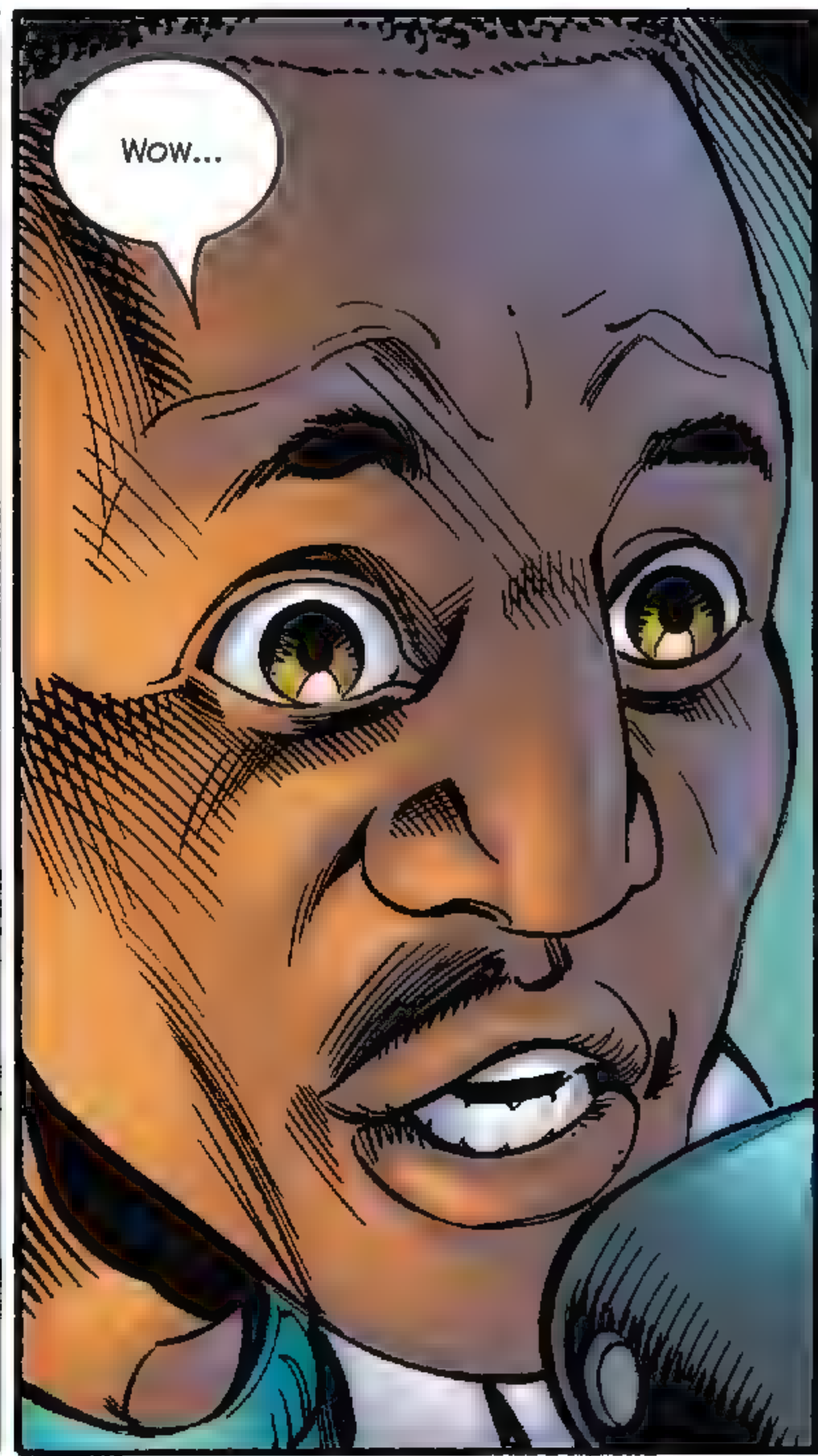
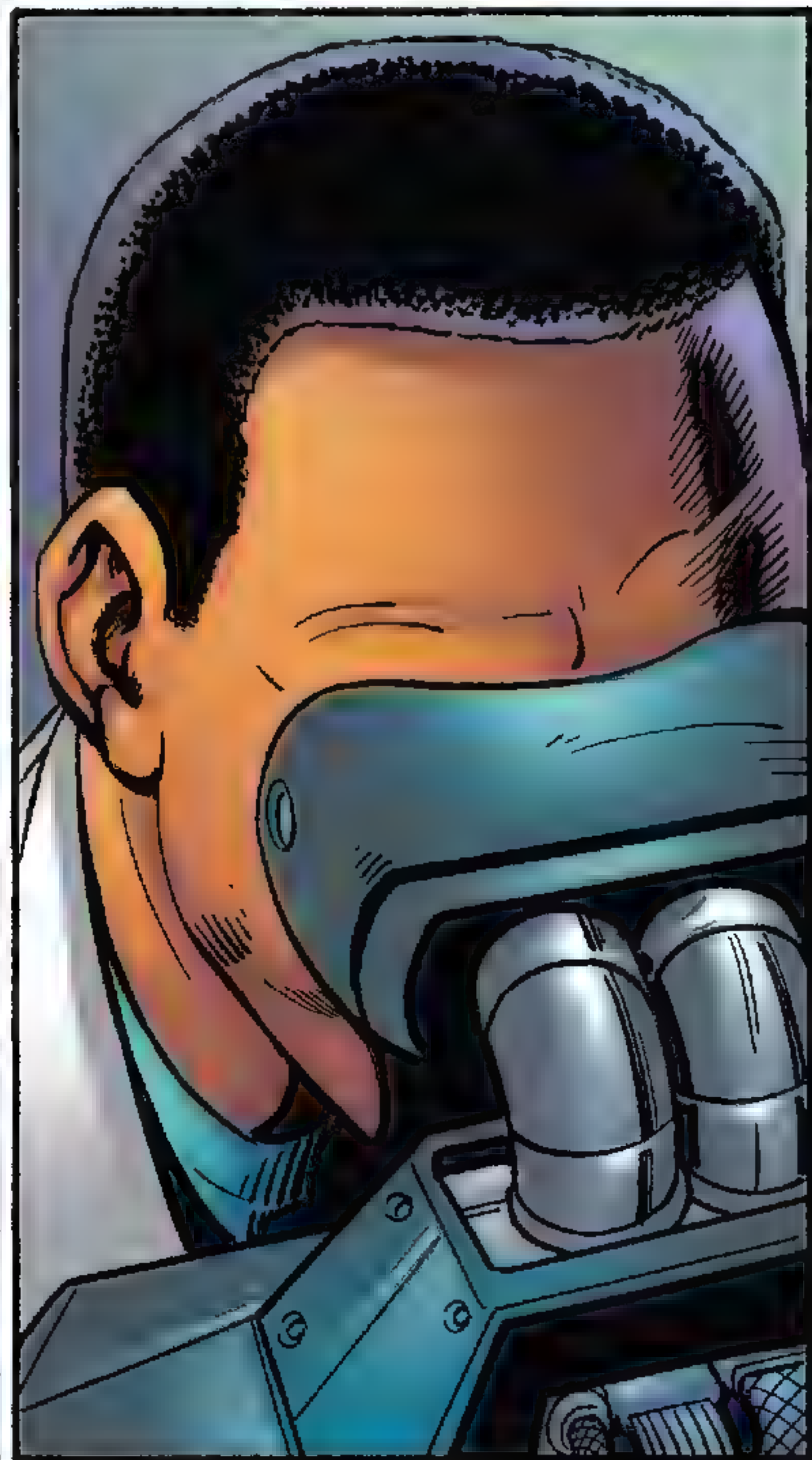
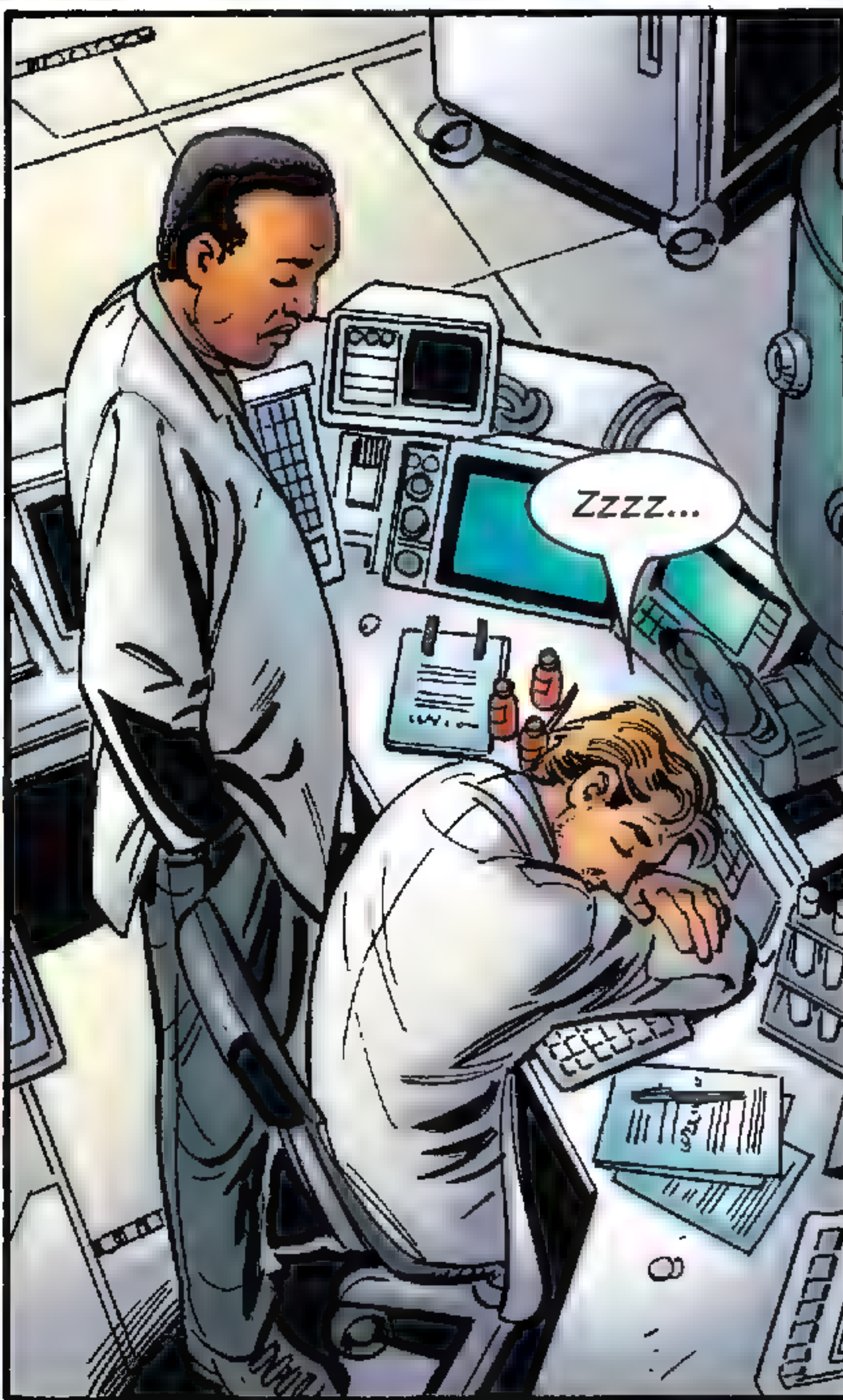
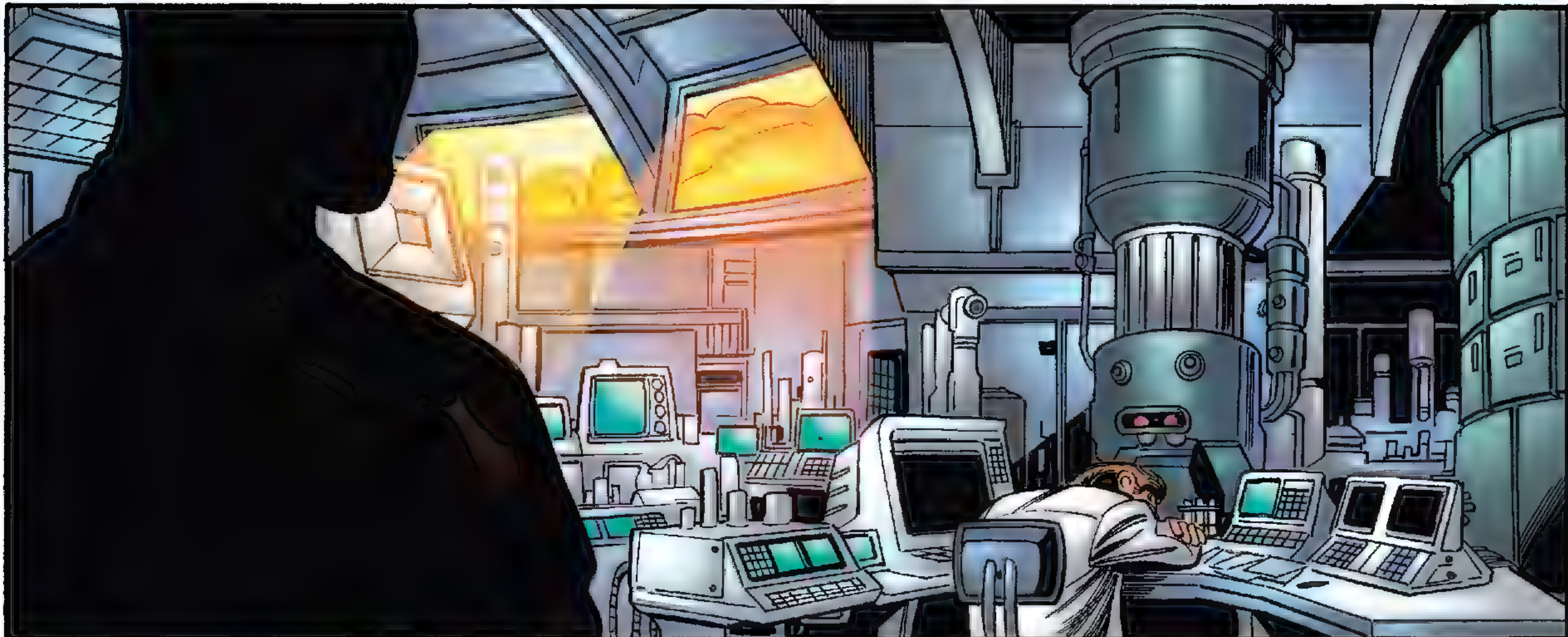
Yeah.













ICANNNO!!

DOC!

DOC,
IT'S ME!



Oh, Jeez...

You fell
asleep in the
lab again.

I didn't-
know--

That's
not good,
Doc.

I know.

You don't
want that kind
of thing getting
around.



Ugh...

What-
what was on
the slide I
was looking
at?



No!!

It's- it's
nothing yet.
It's--

I--

It's gorgeous!
Are you kidding
me? How does the
helix know to--?

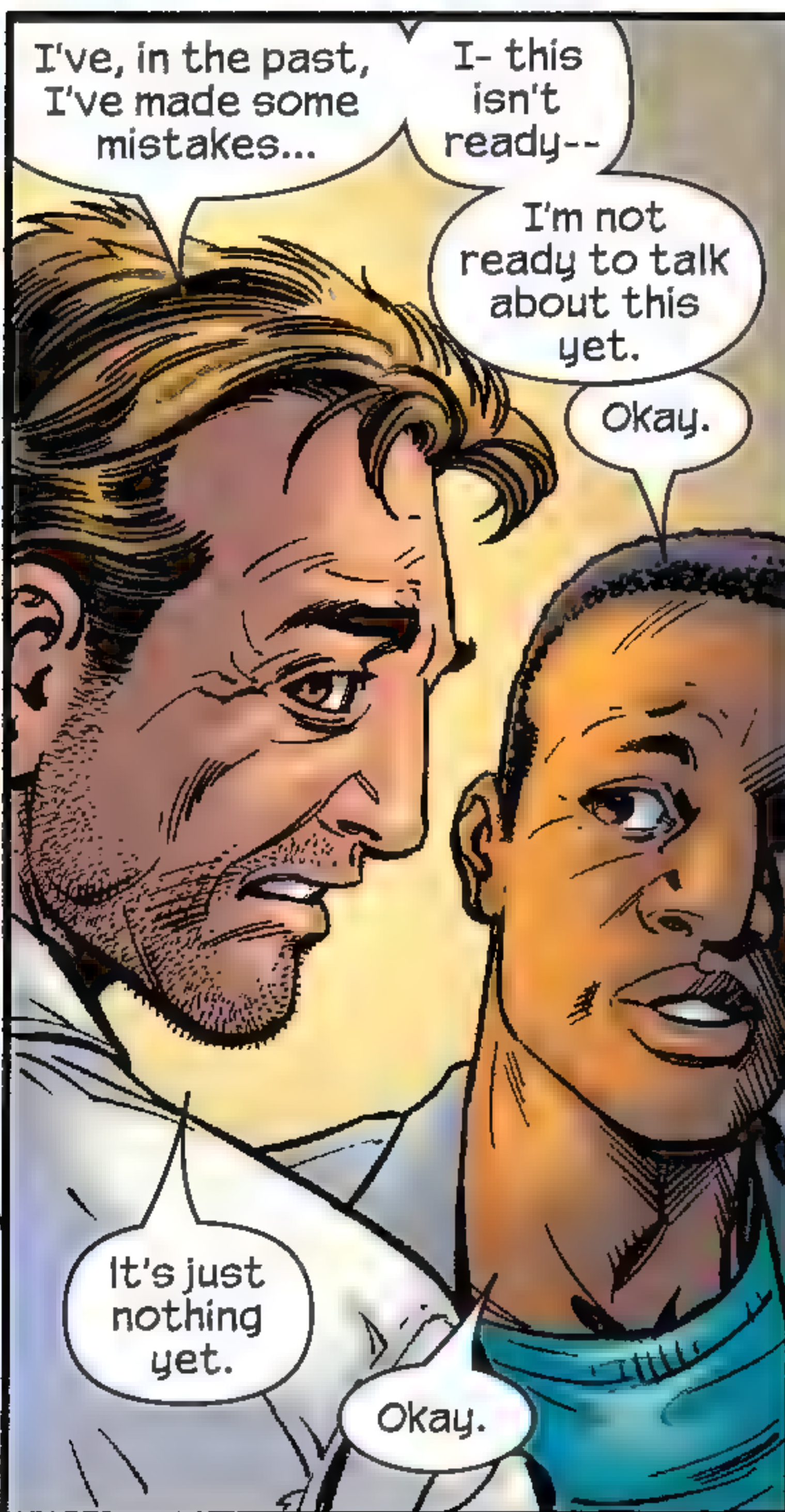


It's
nothing.

It's- it's just
the beginning of
something.

Looks like
a perfect strain
of human--

Ben, I need
you to not ask
me. Not yet.



I've, in the past,
I've made some
mistakes...

I- this
isn't
ready--

I'm not
ready to talk
about this
yet.

Okay.

It's just
nothing
yet.

Okay.



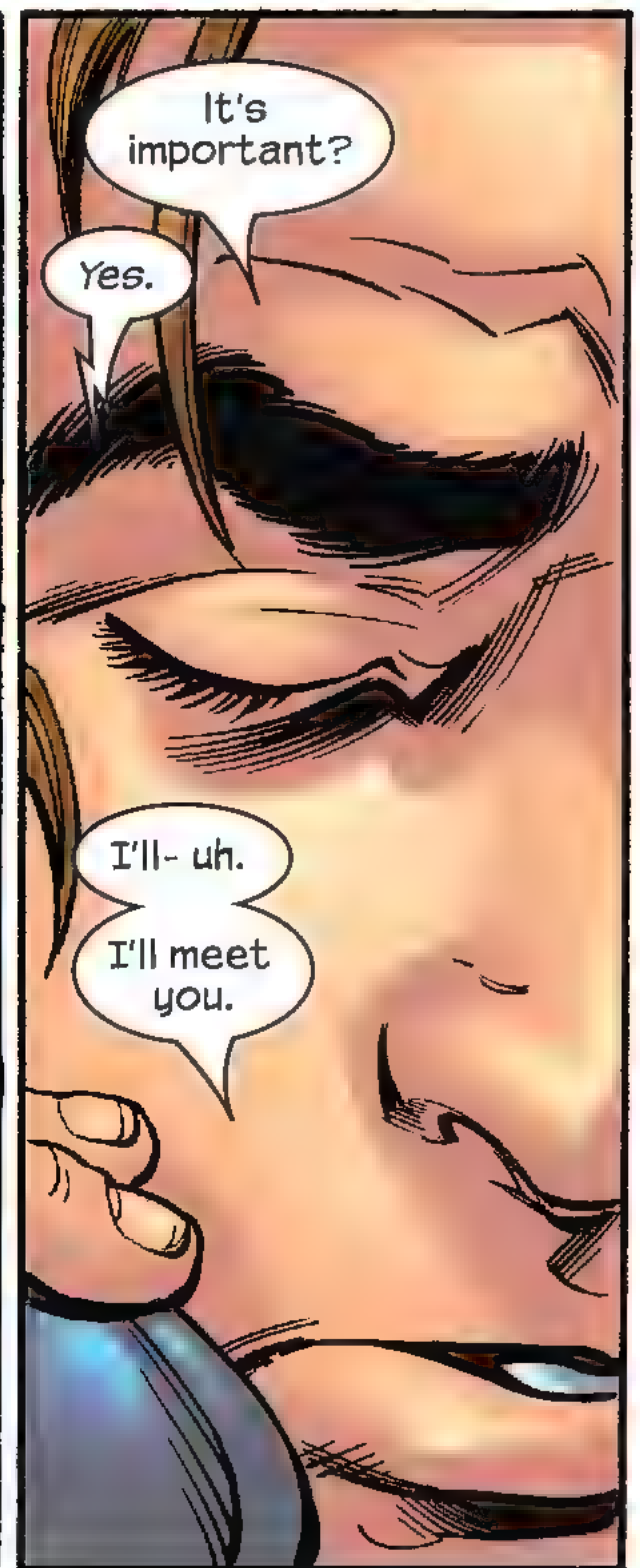
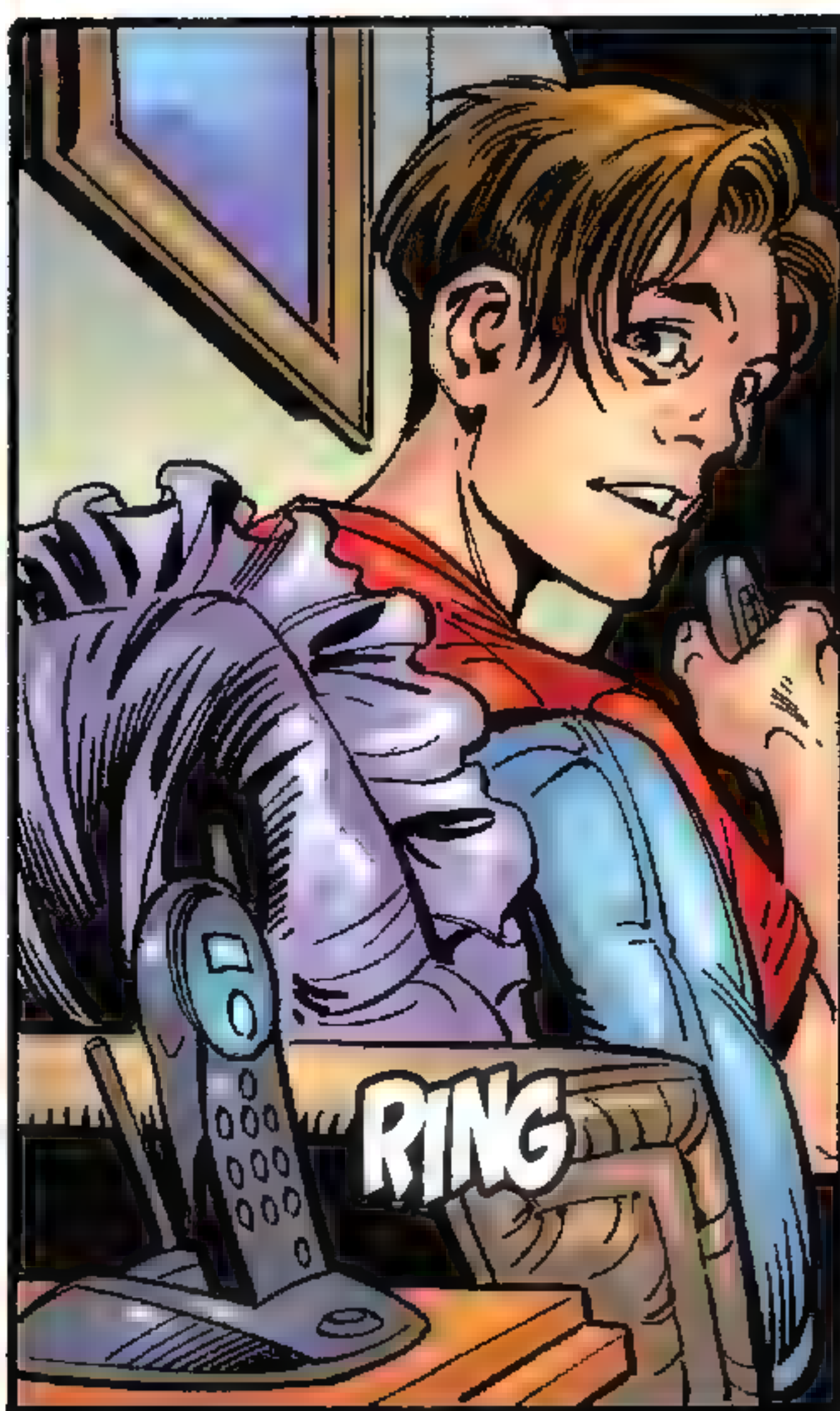
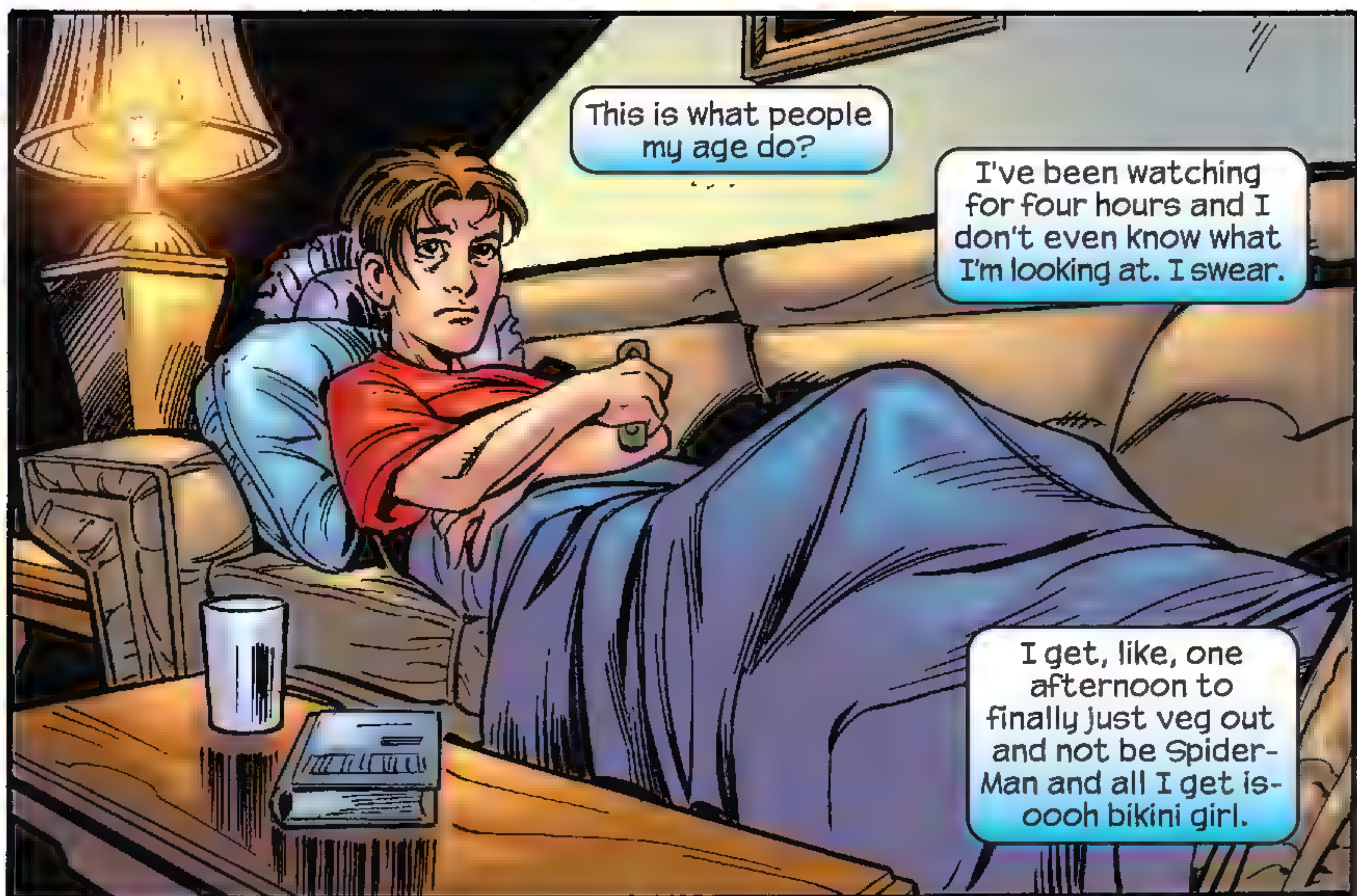
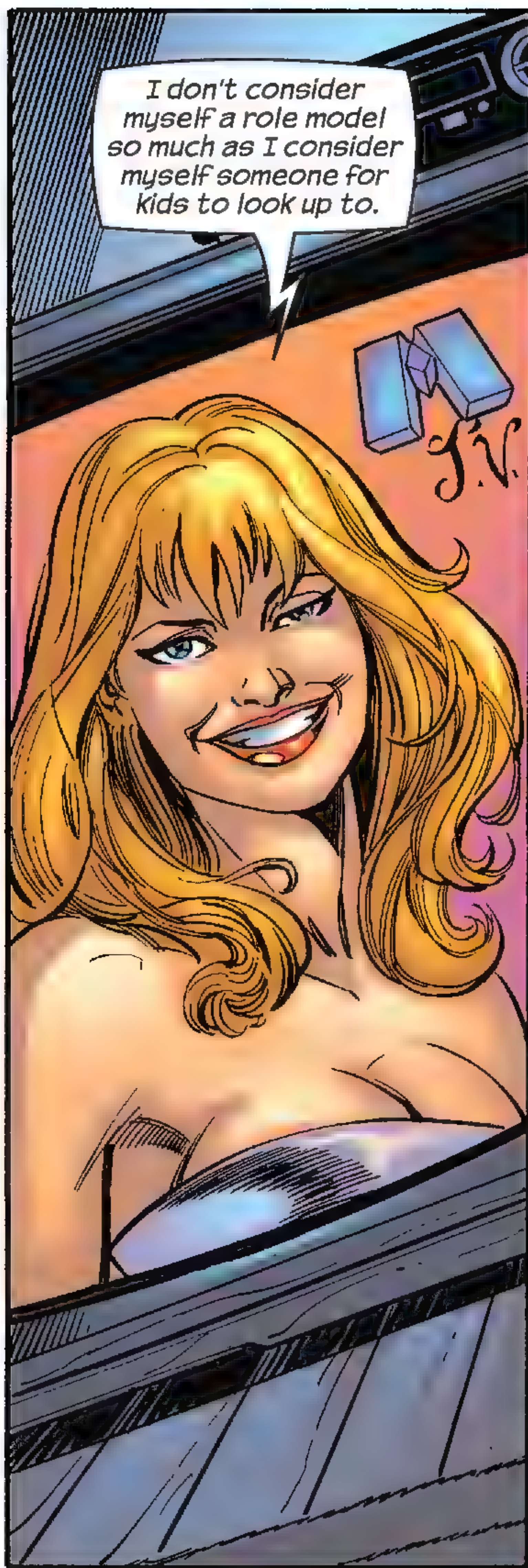
Don't tell
anybody about
any of this.

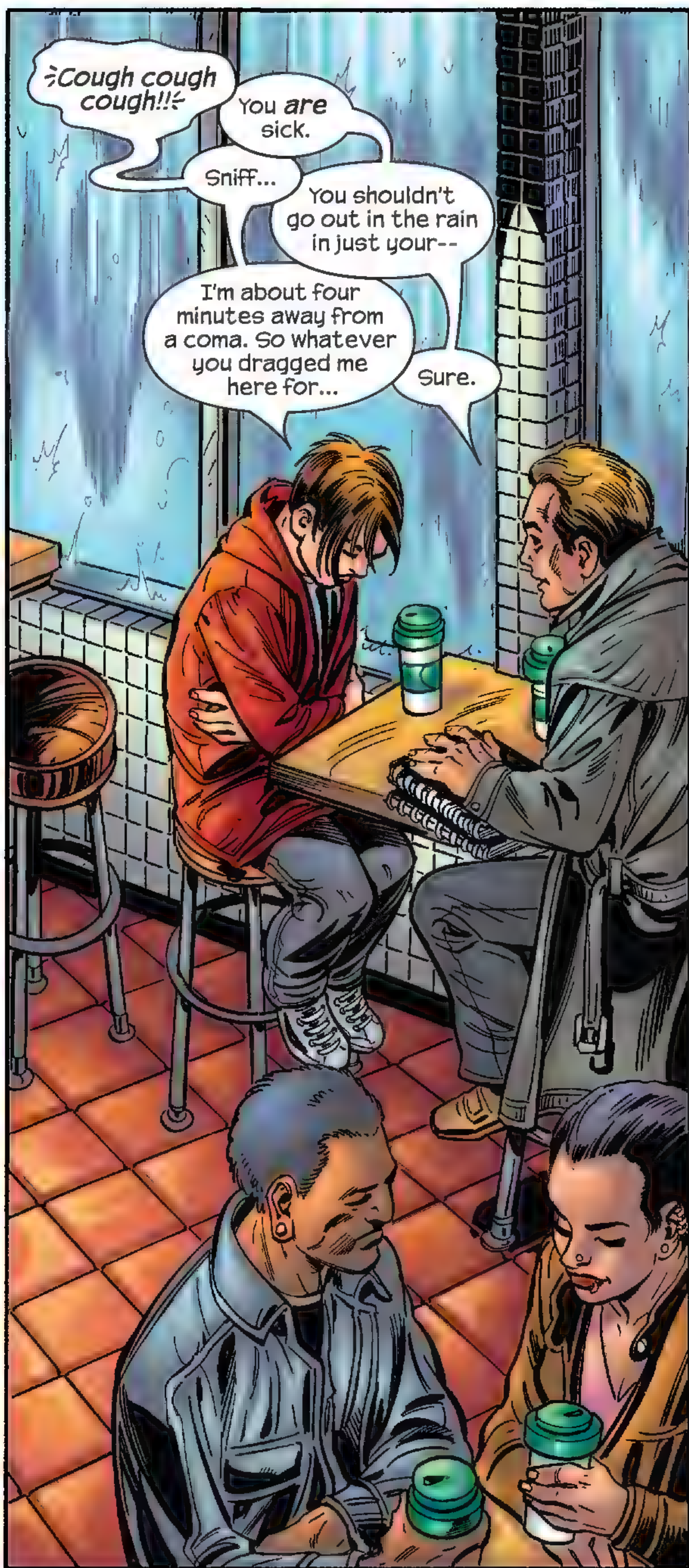
Yeah.

You
understand?

Yeah.

I'll just- I'll
get the lab
set up. Why
don't you go
clean up?





Cough cough cough!!!

You are sick.

Sniff...

You shouldn't go out in the rain in just your--

I'm about four minutes away from a coma. So whatever you dragged me here for...

Sure.



Now, I don't want you to be mad...

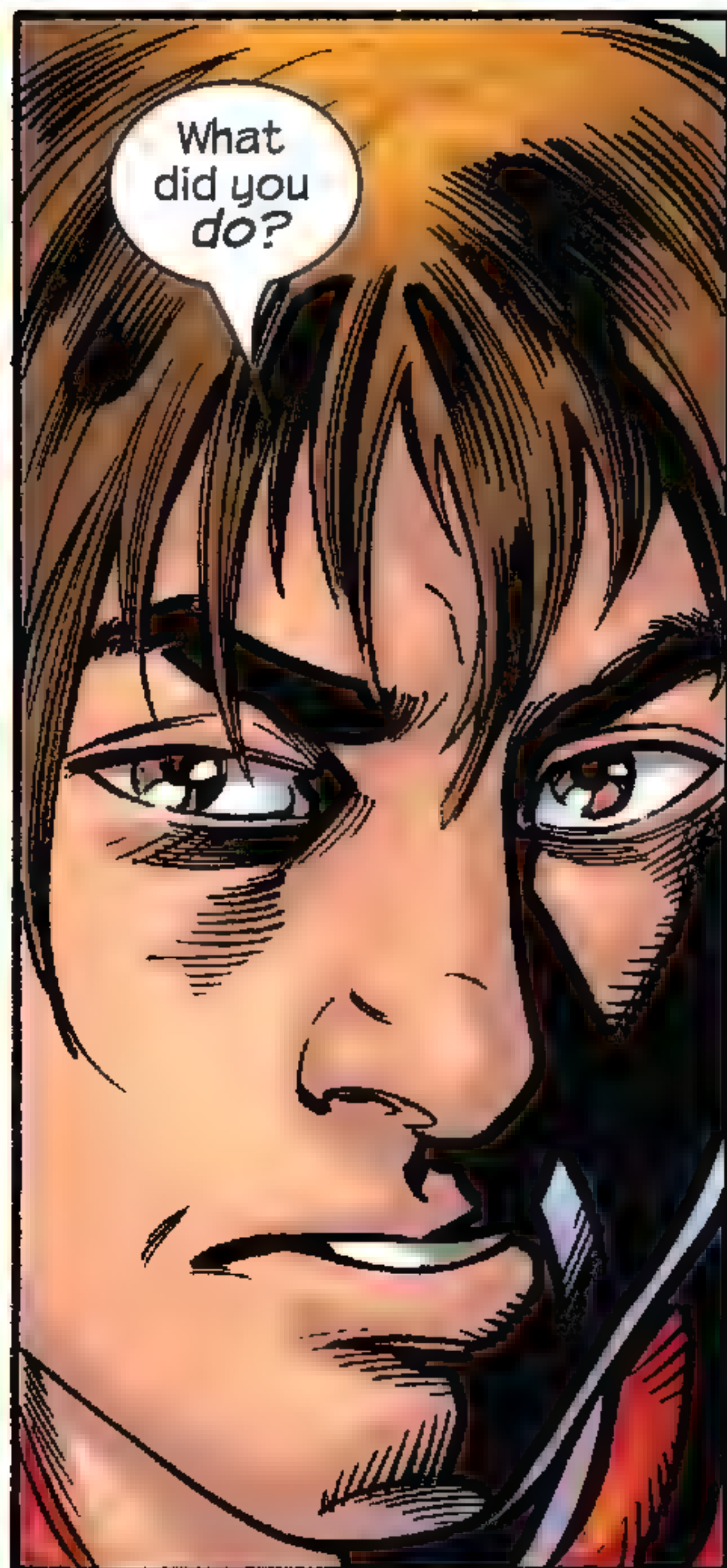


Oh, no...



When I put you back together last night, you left... some blood.

Just--



What did you do?



Nothing. Nothing, no.

But, listen, I saw it there and I couldn't help but look at it.

What?

Examine it. Under the microscope and--



Am I okay?

What?

Am I--?

What?

Am I dying?



What?
No. No.

No, in
fact...

In fact, it's
amazing! It's
staggering. Your
DNA sequences
are like nothing
anyone has ever
seen be

Shh...

How did
you get
your

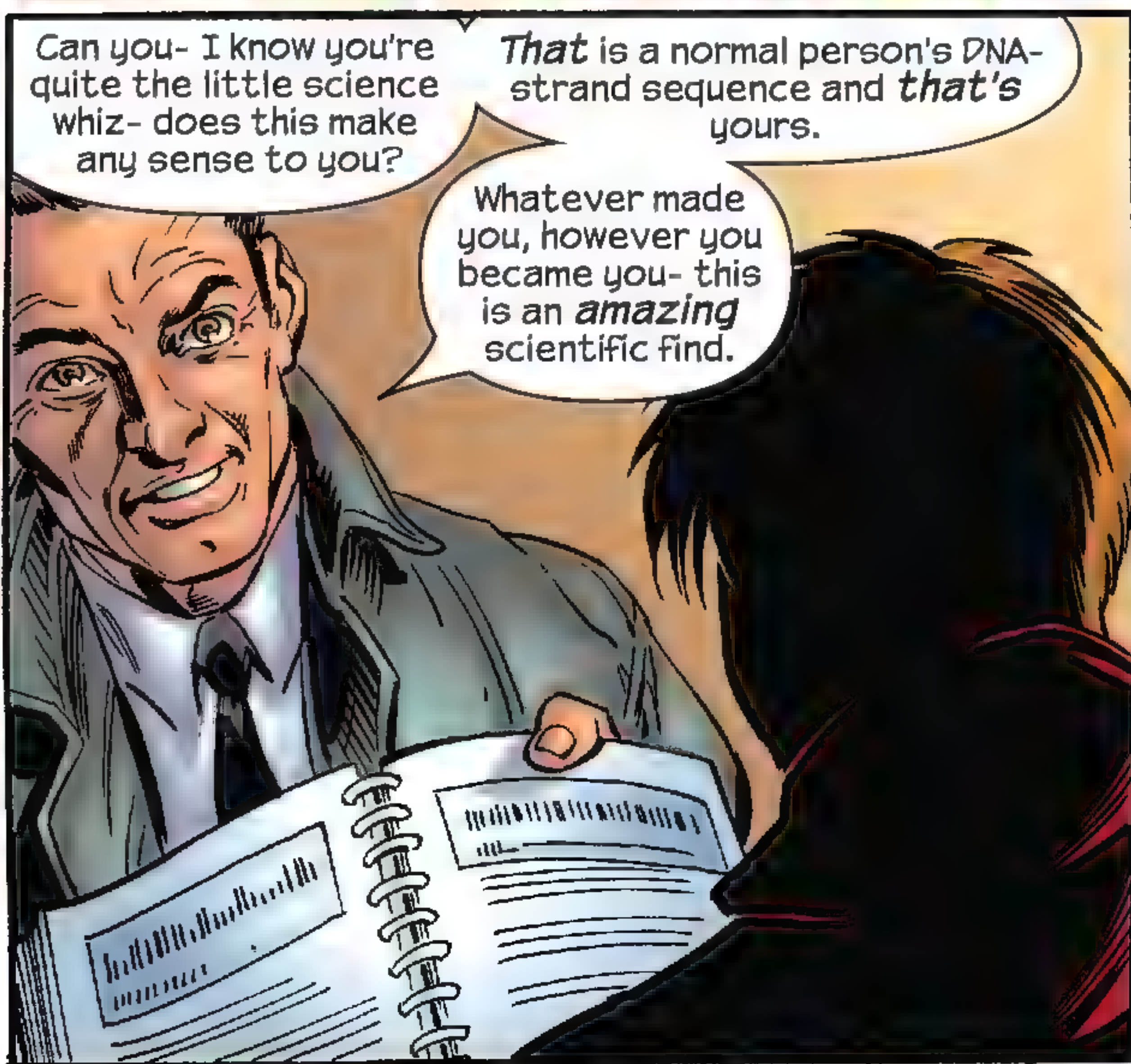
Shhh...

How
did you get
your powers
again?



Oh, it's
a whole
thing.

I don't...
really want
to get into
it--



Can you- I know you're
quite the little science
whiz- does this make
any sense to you?

That is a normal person's DNA-
strand sequence and *that's*
yours.

Whatever made
you, however you
became you- this
is an **amazing**
scientific find.



This is more than just *you* getting super
powers- this might be a real breakthrough
in genetics.

Oh.

Yes.

You know, I
always kind of
wondered about
what kind of
ramifications
this might
have.

In college, when I
had more, I don't know,
time or resources or
something, I was going
to look into it.

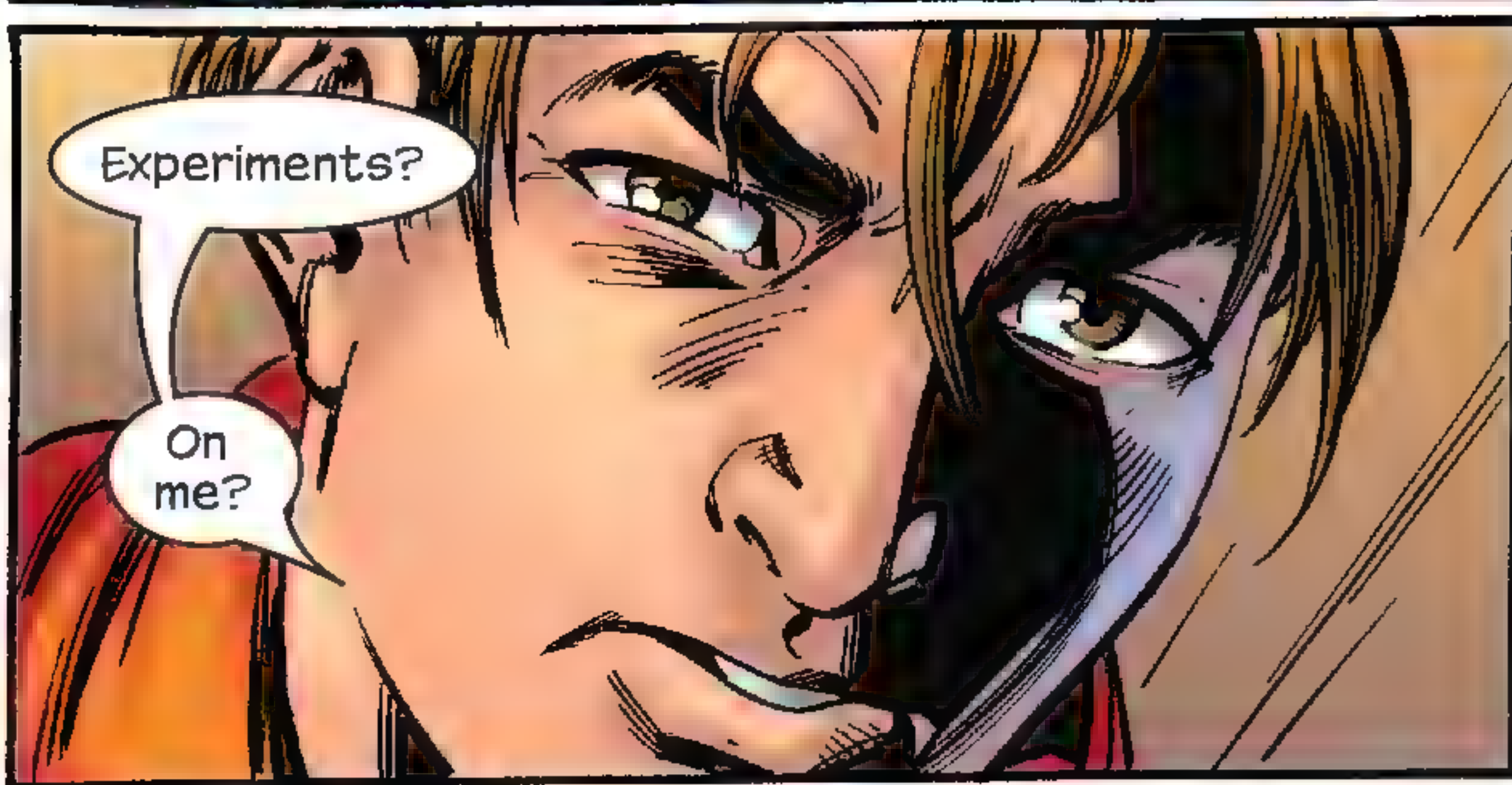
But, also, I
don't know anyone
I can really trust
on the subject,
you know?



And to be honest, part of
me was scared about what
I would find.

Well, that's
what I wanted
to talk to you
about.

I want, I want
your permission
to run some
experiments.



Experiments?

On
me?

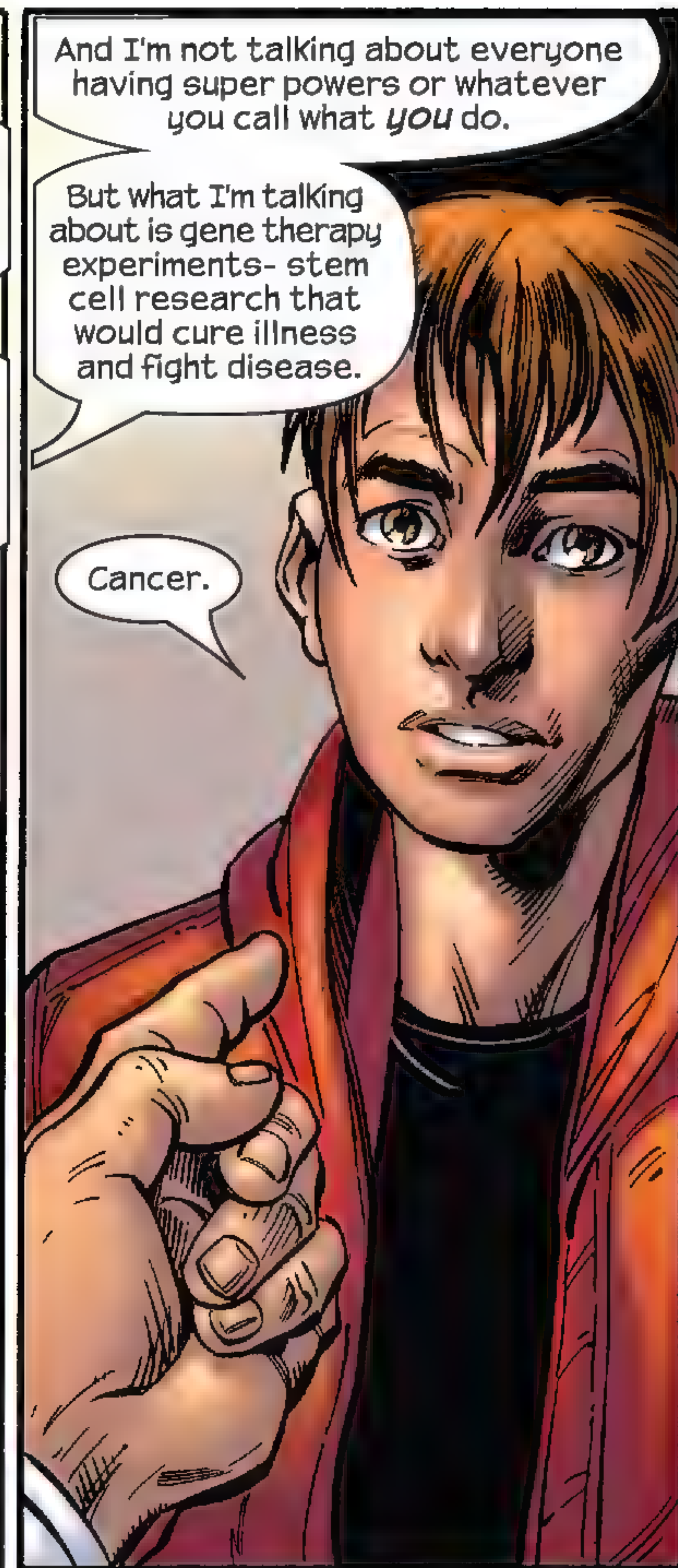


Not on you, on your sample.

Something happened to you on a genetic level that made you more than most people could ever dream of becoming...

...and with DNA research where it is and where it's going...

...well, maybe, *maybe* what happened to *you*, could help others...



And I'm not talking about everyone having super powers or whatever you call what *you* do.

But what I'm talking about is gene therapy experiments- stem cell research that would cure illness and fight disease.

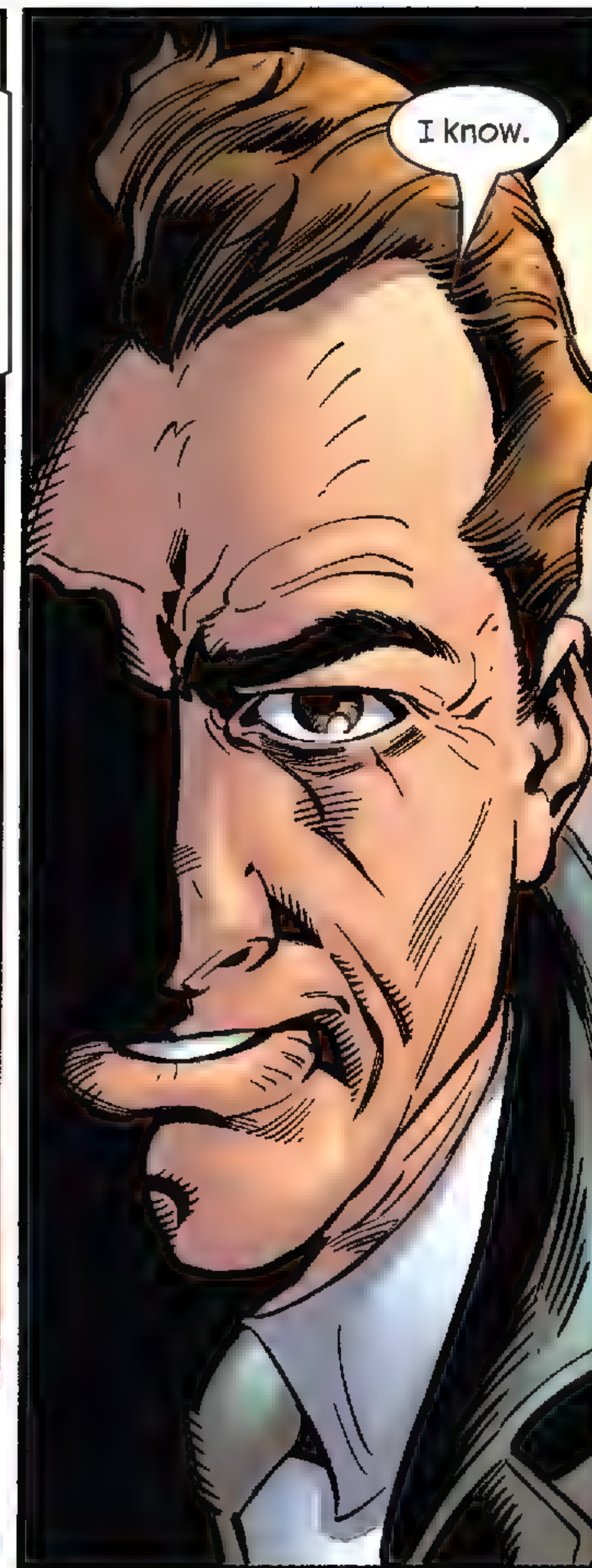
Cancer.



Cancer. Diabetes, Alzheimer's, Parkinson's...



My dad, before he died, he dedicated his life to curing cancer and he--



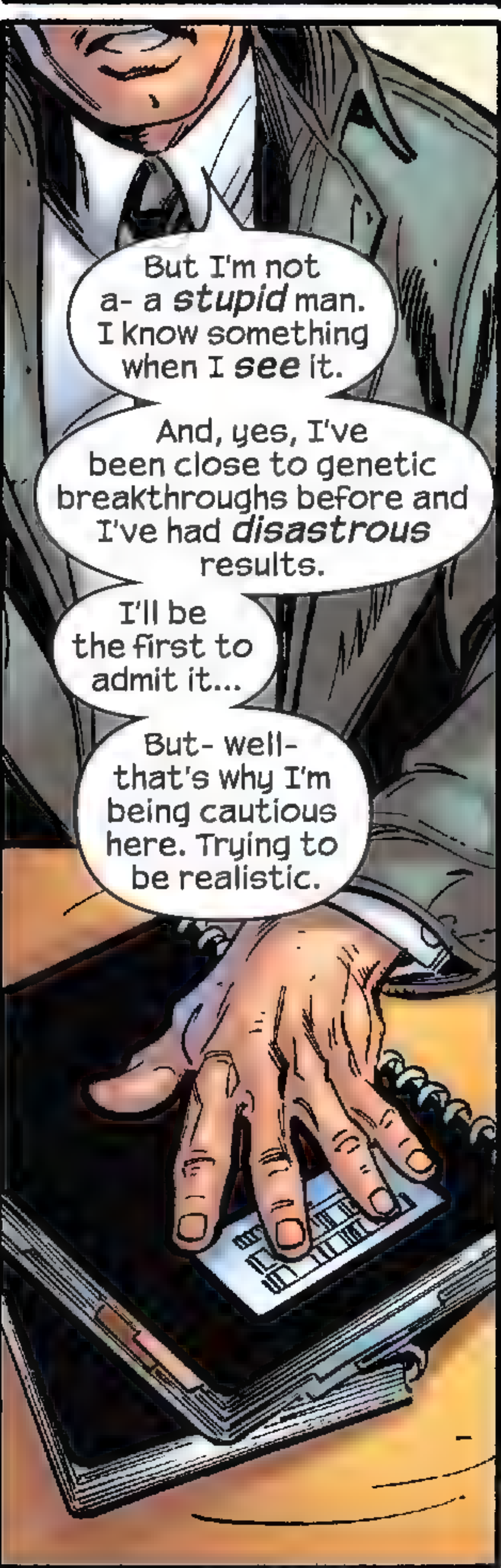
I know.



You're saying that in me there might be something--

I don't know *what* yet.

And really, it *might* be nothing.



But I'm not a- a *stupid* man. I know something when I *see* it.

And, yes, I've been close to genetic breakthroughs before and I've had *disastrous* results.

I'll be the first to admit it...

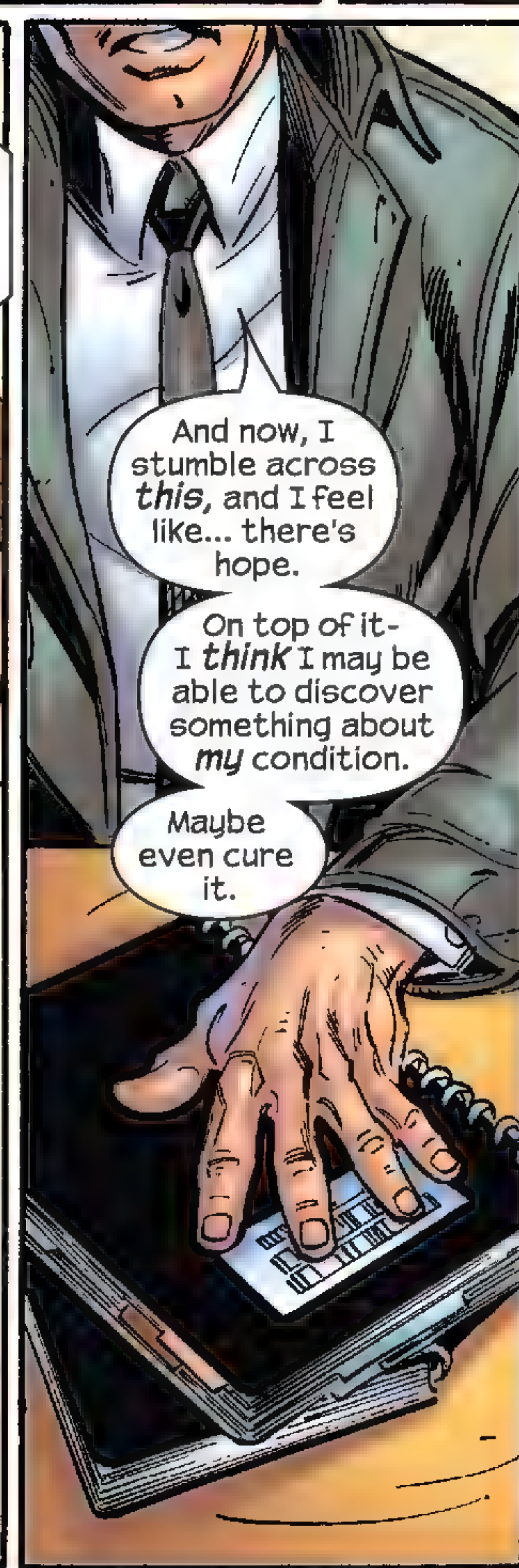
But- well- that's why I'm being cautious here. Trying to be realistic.



But-- I *need* this, frankly.

I'm, this will be hard for someone your age to understand, but I'm kind of at the end of my rope.

And, and honestly, I've been there for a while.



And now, I stumble across *this*, and I feel like... there's hope.

On top of it- I *think* I may be able to discover something about *my* condition.

Maybe even cure it.

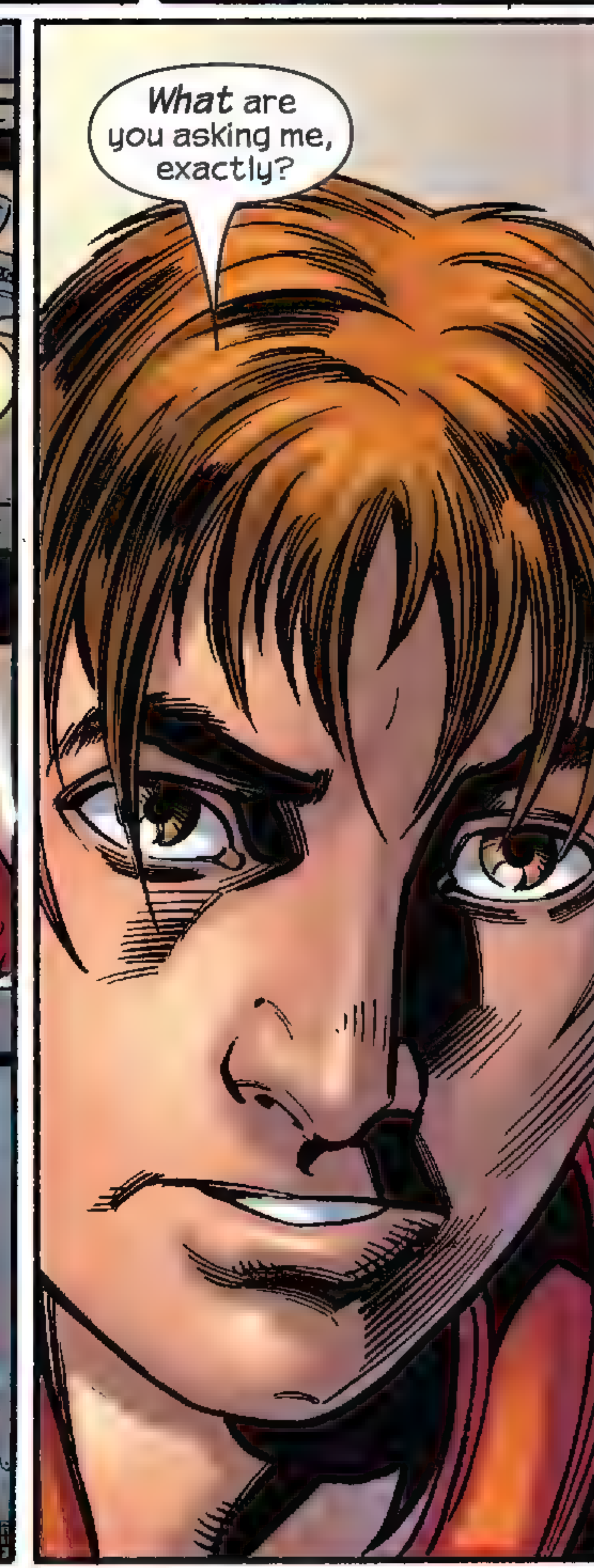


How would you explain to people where you got the DNA from?

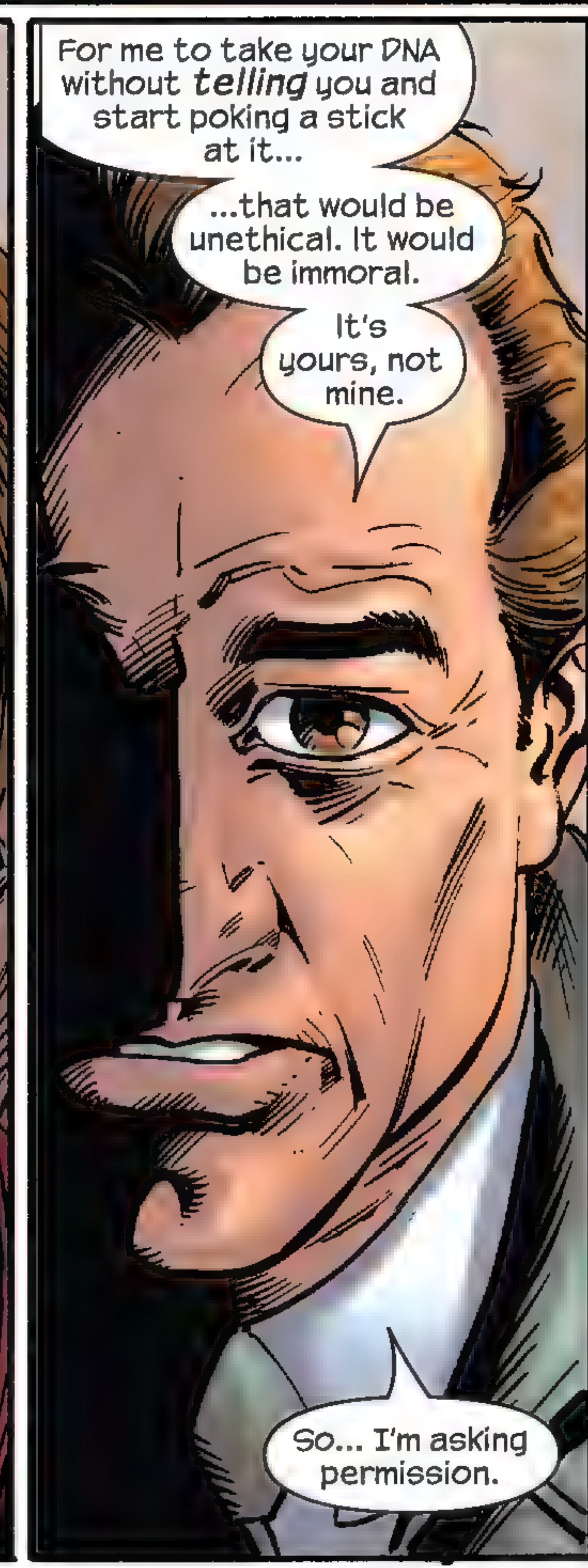


Lab accident. Surprising side effect from another experiment...

Happens all the time. It's why stem cell research and cloning is so controversial.



What are you asking me, exactly?

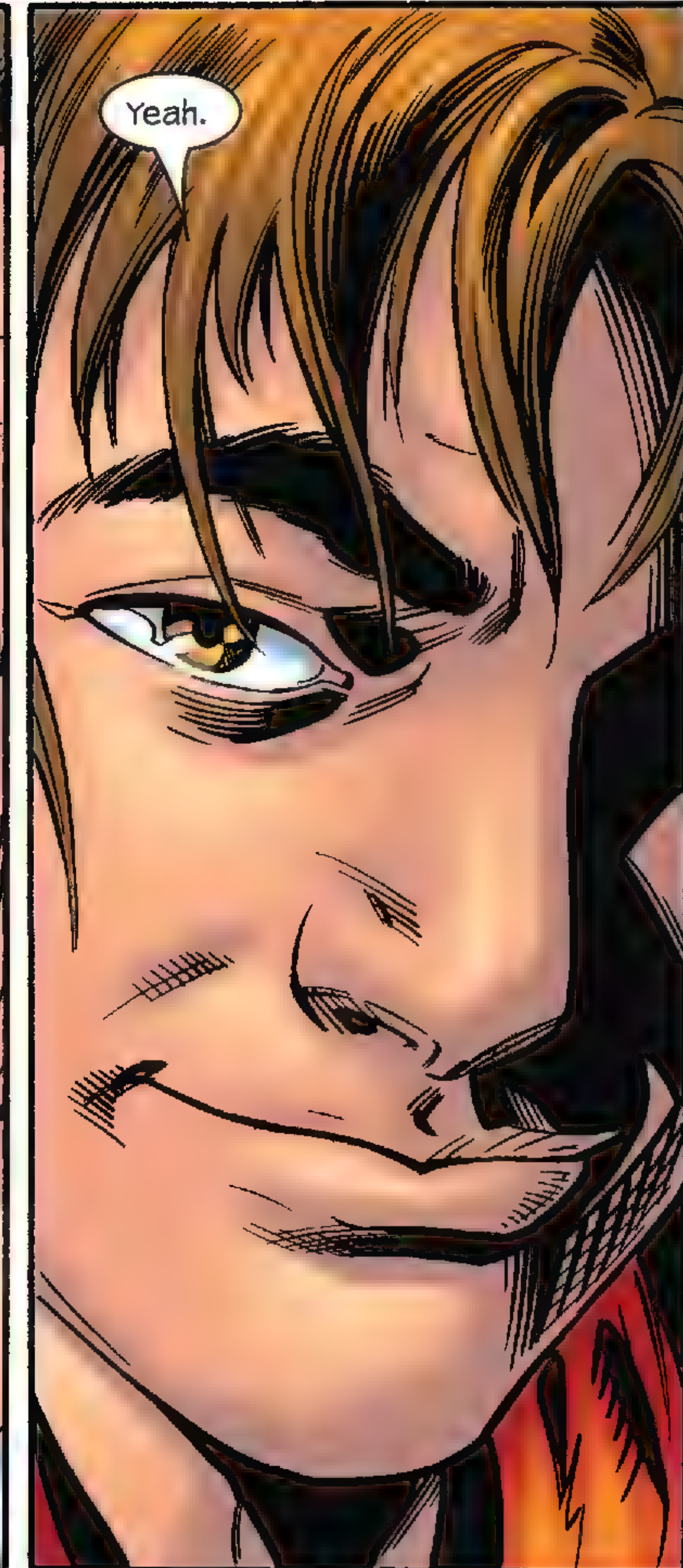
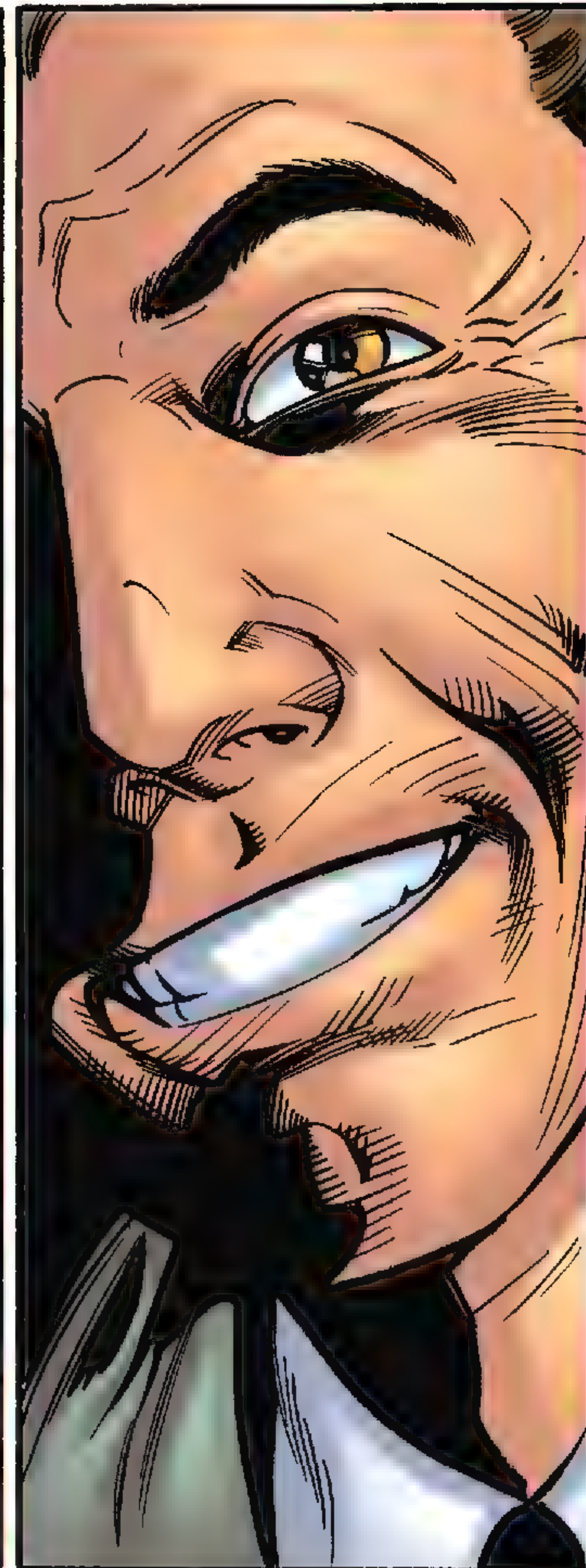
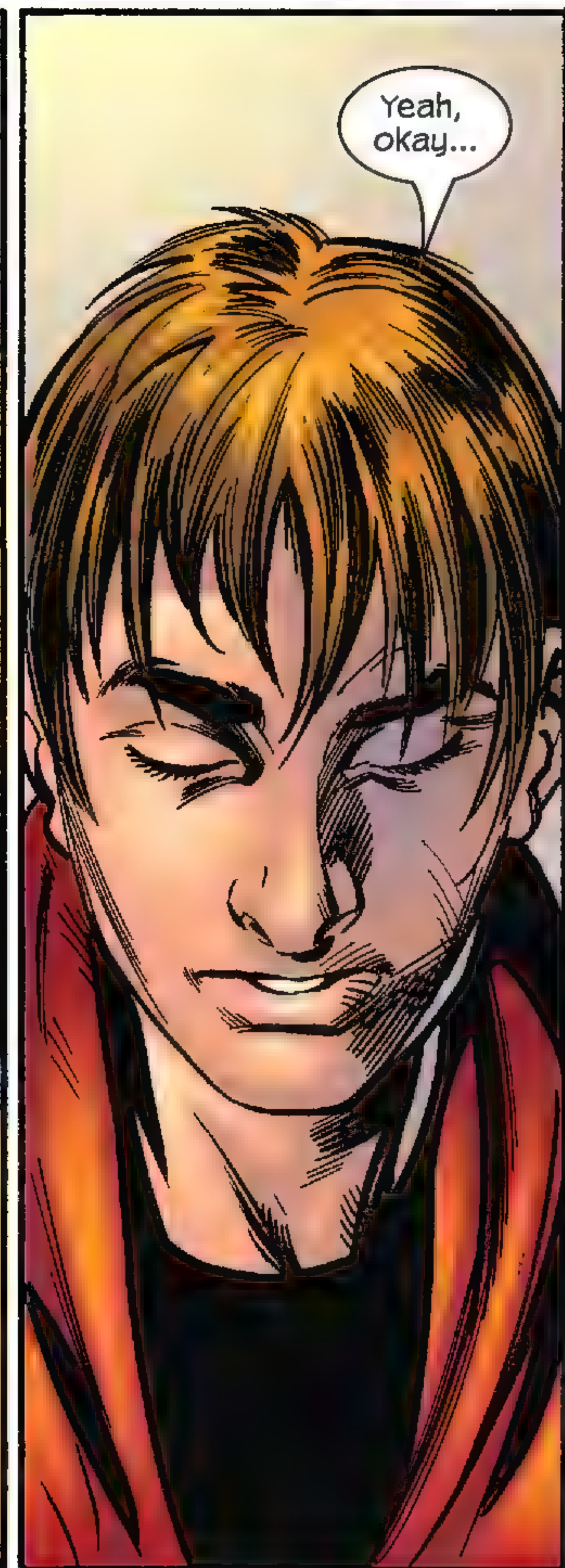
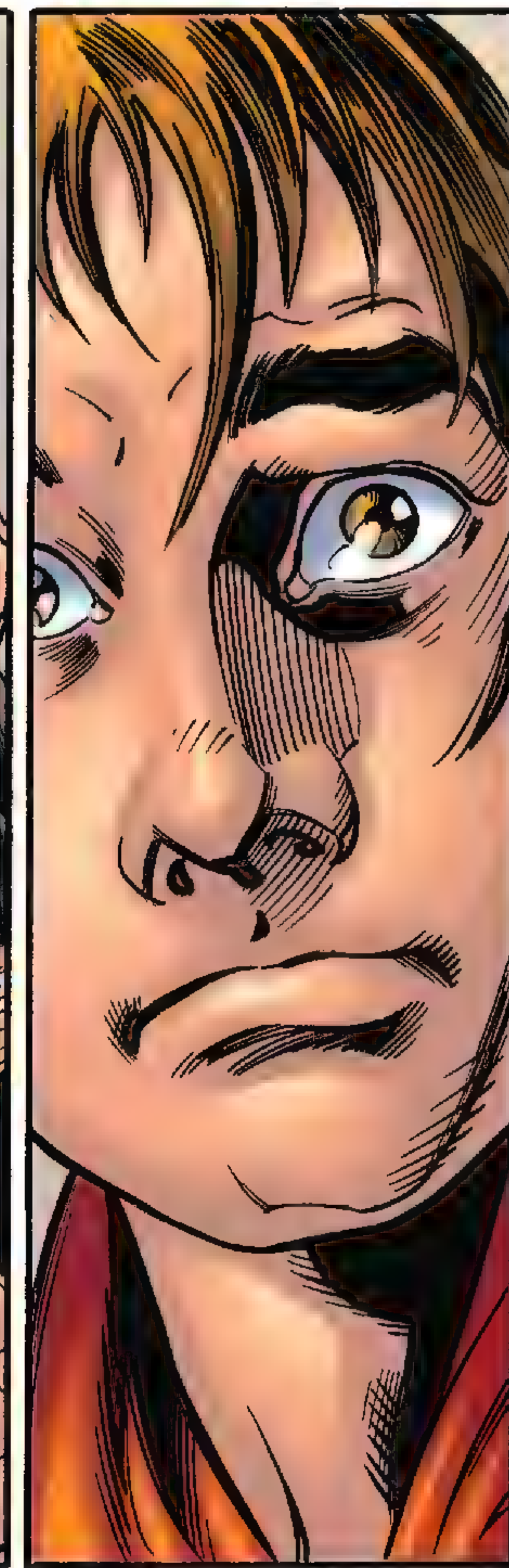
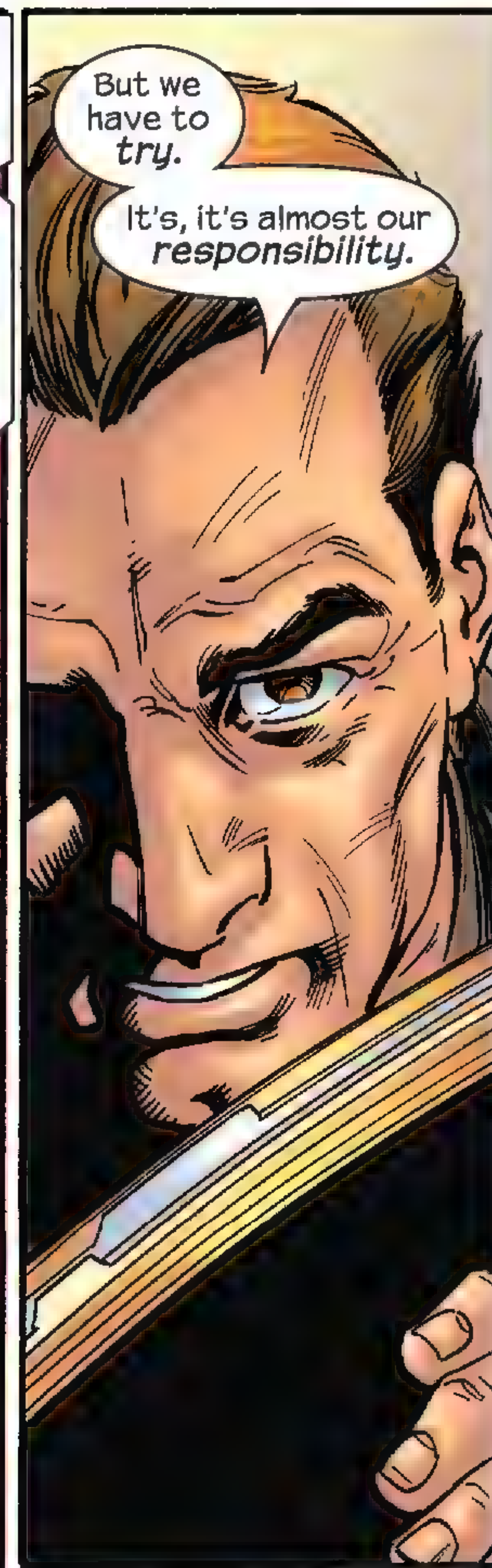


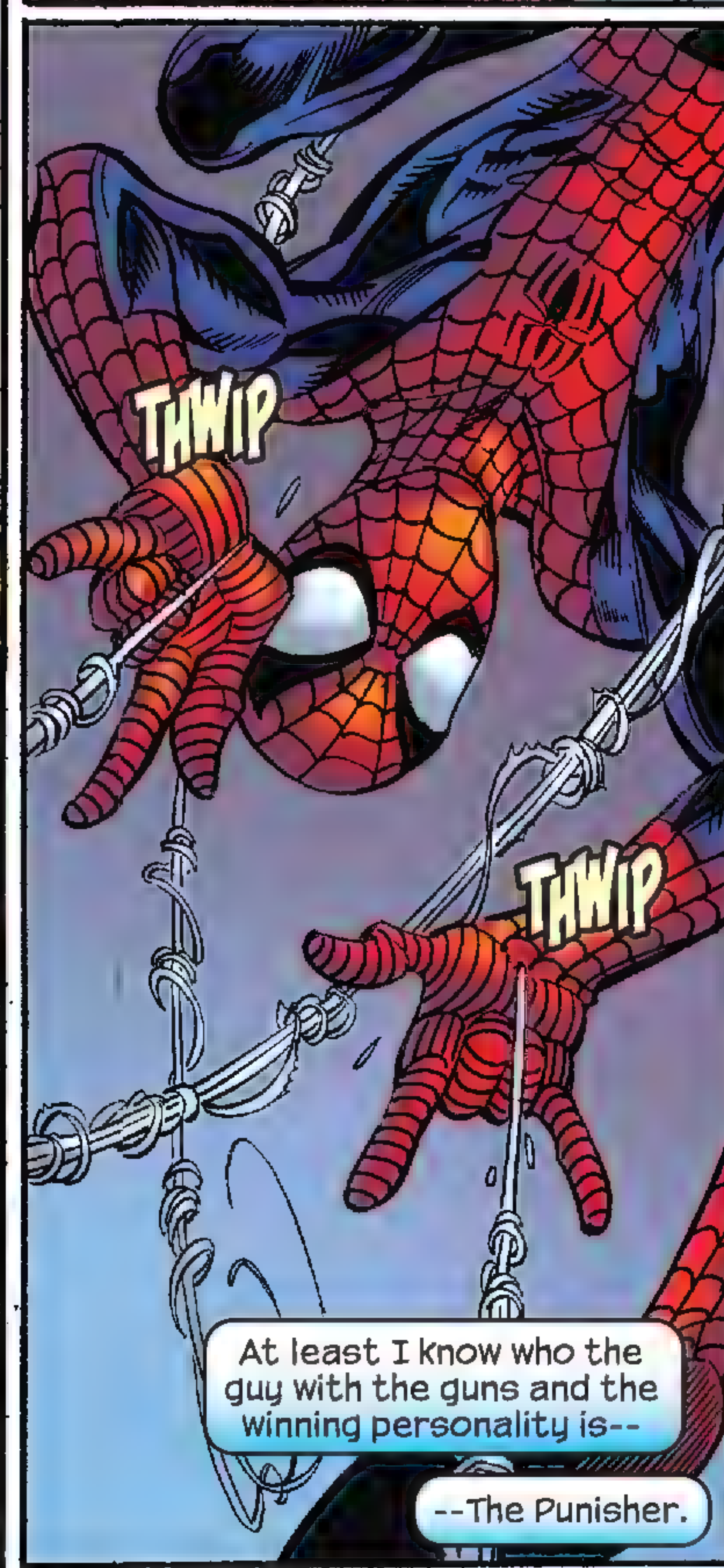
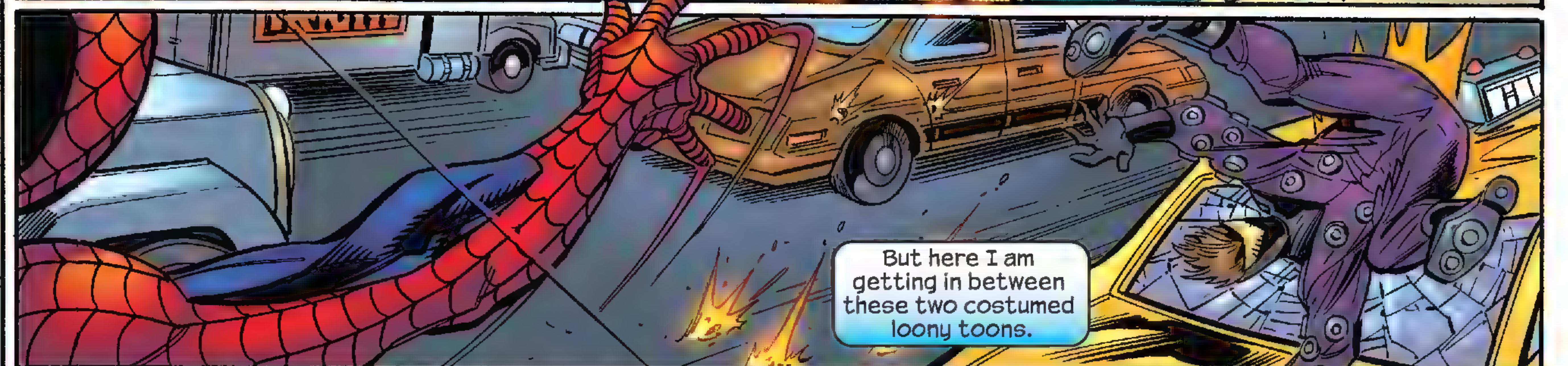
For me to take your DNA without *telling* you and start poking a stick at it...

...that would be unethical. It would be immoral.

It's yours, not mine.

So... I'm asking permission.







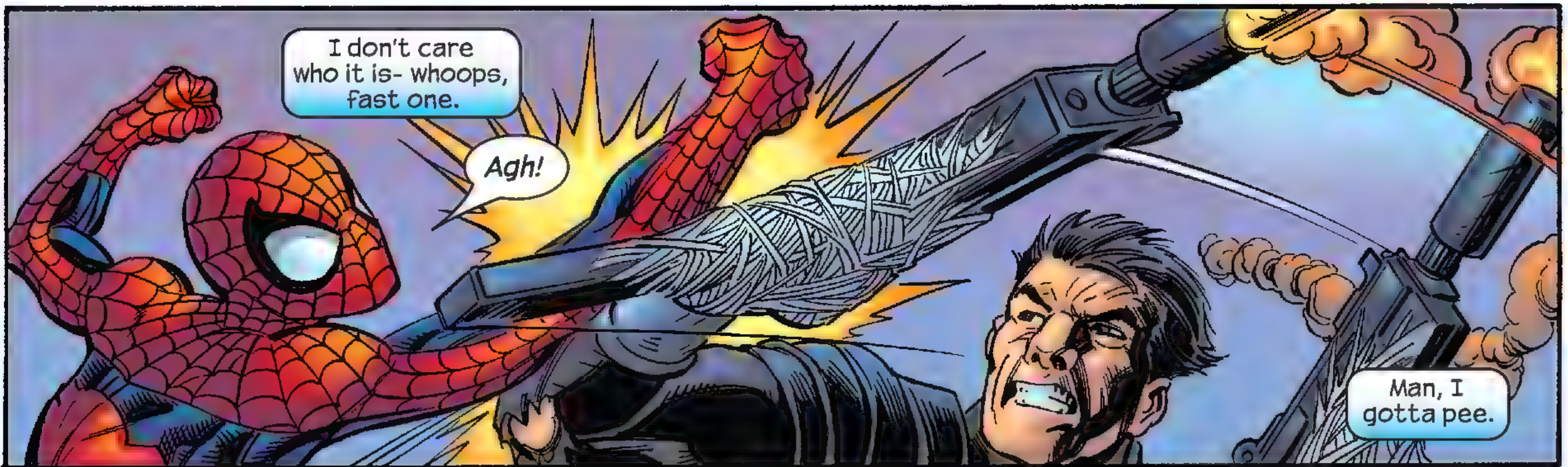
Now, I don't know who the goof-nut in the purple suit is he was shooting at...

...but *clearly* he went and tried to rob the bank here or something-wrong place/wrong time kinda thing.

Agh!

Not gonna.

But, thief or not, I'm not going to swing by and just let this Punisher dude mow down people in public.



I don't care who it is- whoops, fast one.

Agh!

Man, I gotta pee.



BAMBAMBAM

Later, after he's done shooting at me--

--remind me to feel bad for this Castle.

Dude used to be a cop and his whole family was gunned down by his fellow cops.

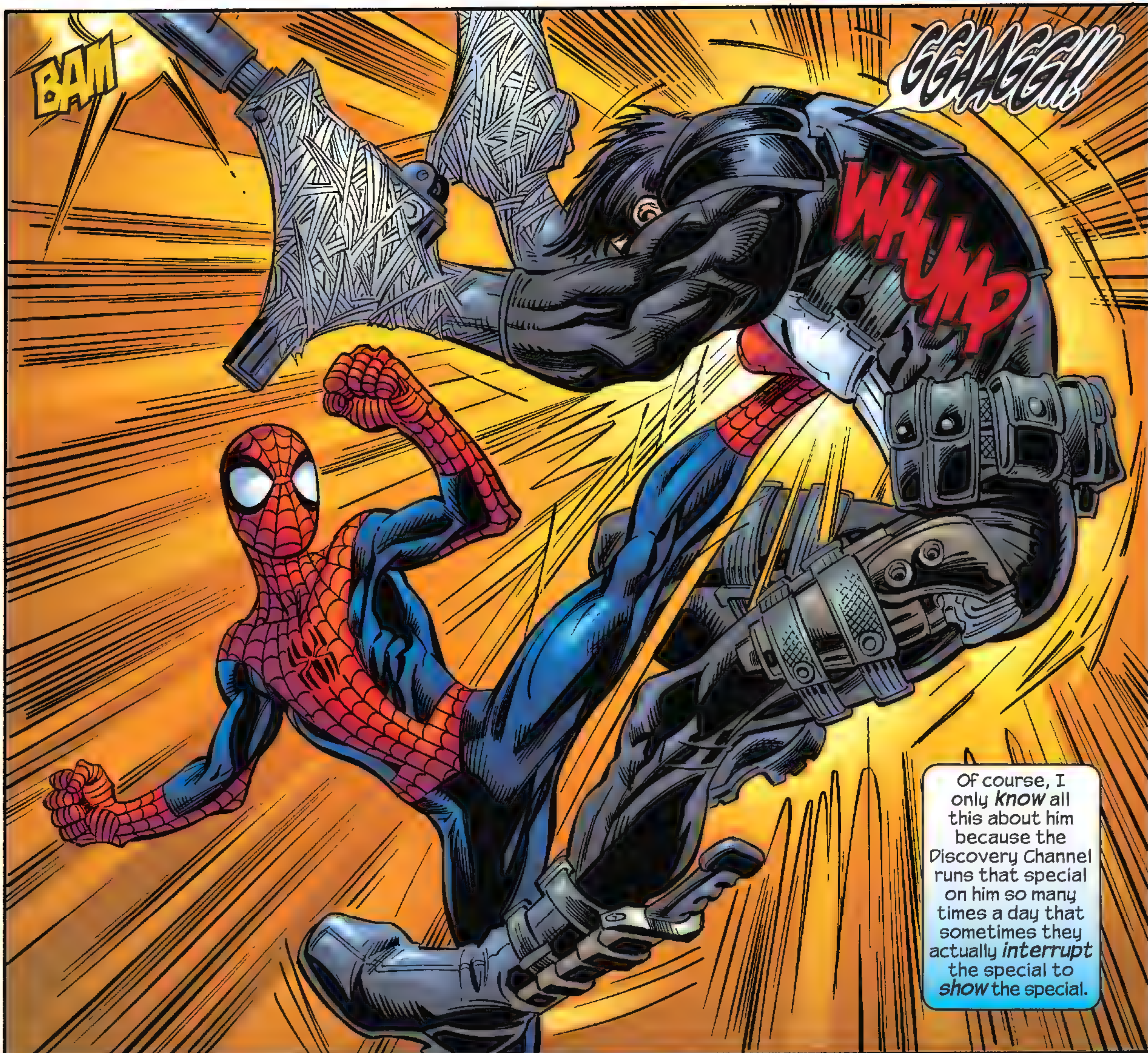
Sent him right over the edge- as clearly, anyone can see.



Hey, can we call a time-out?

I *really* have to go to the bathroom.

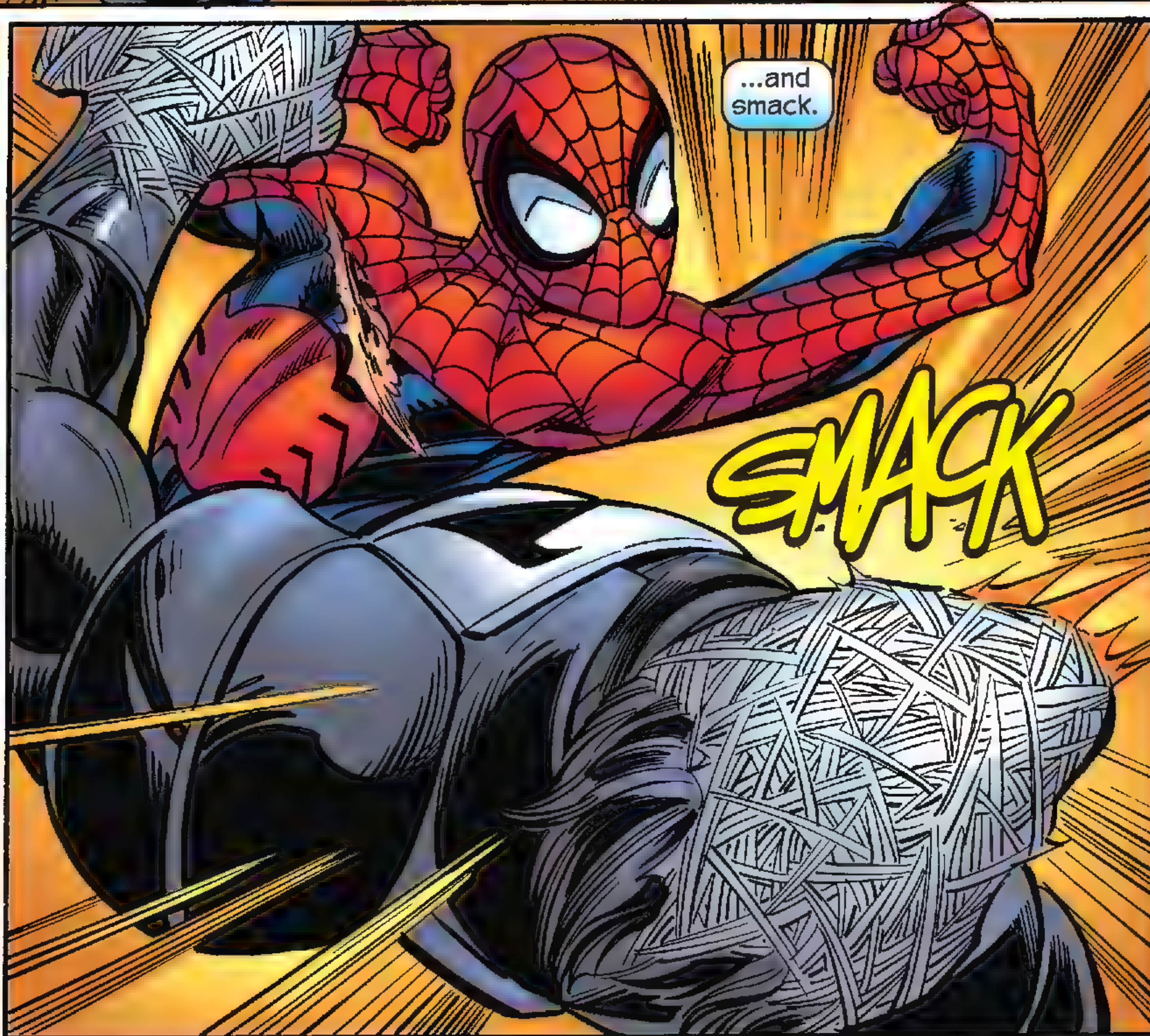




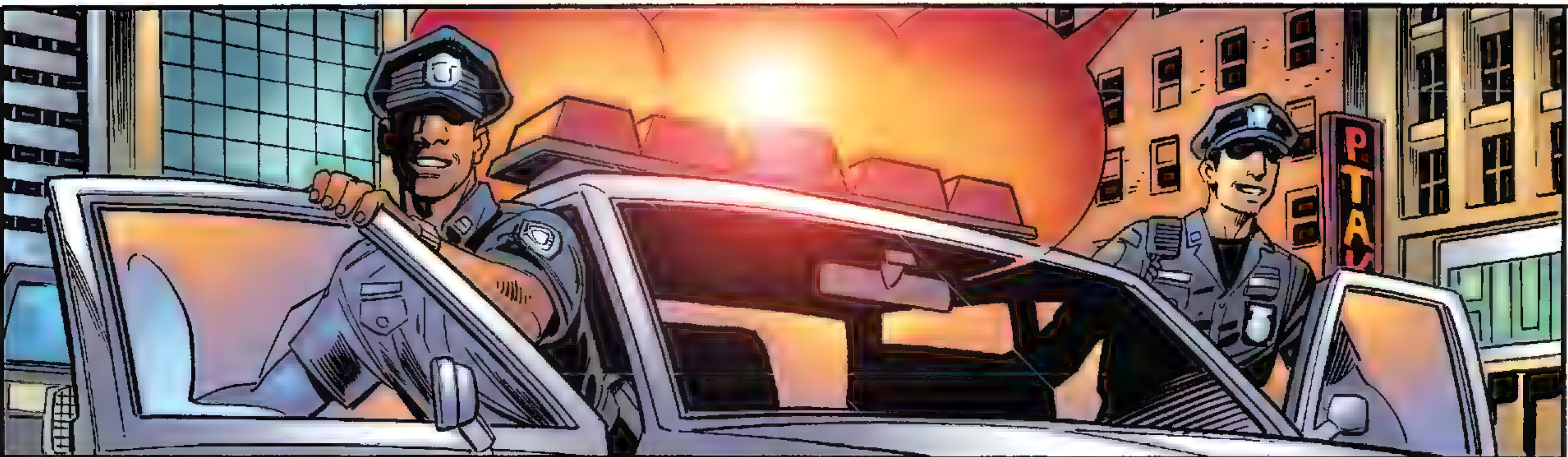
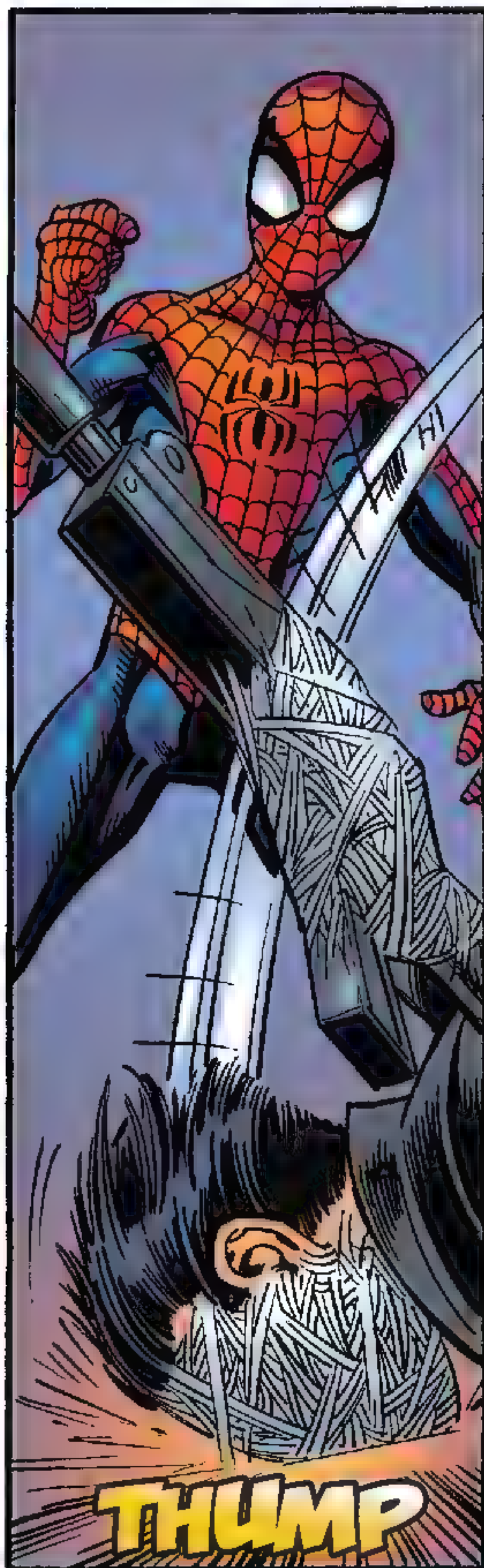
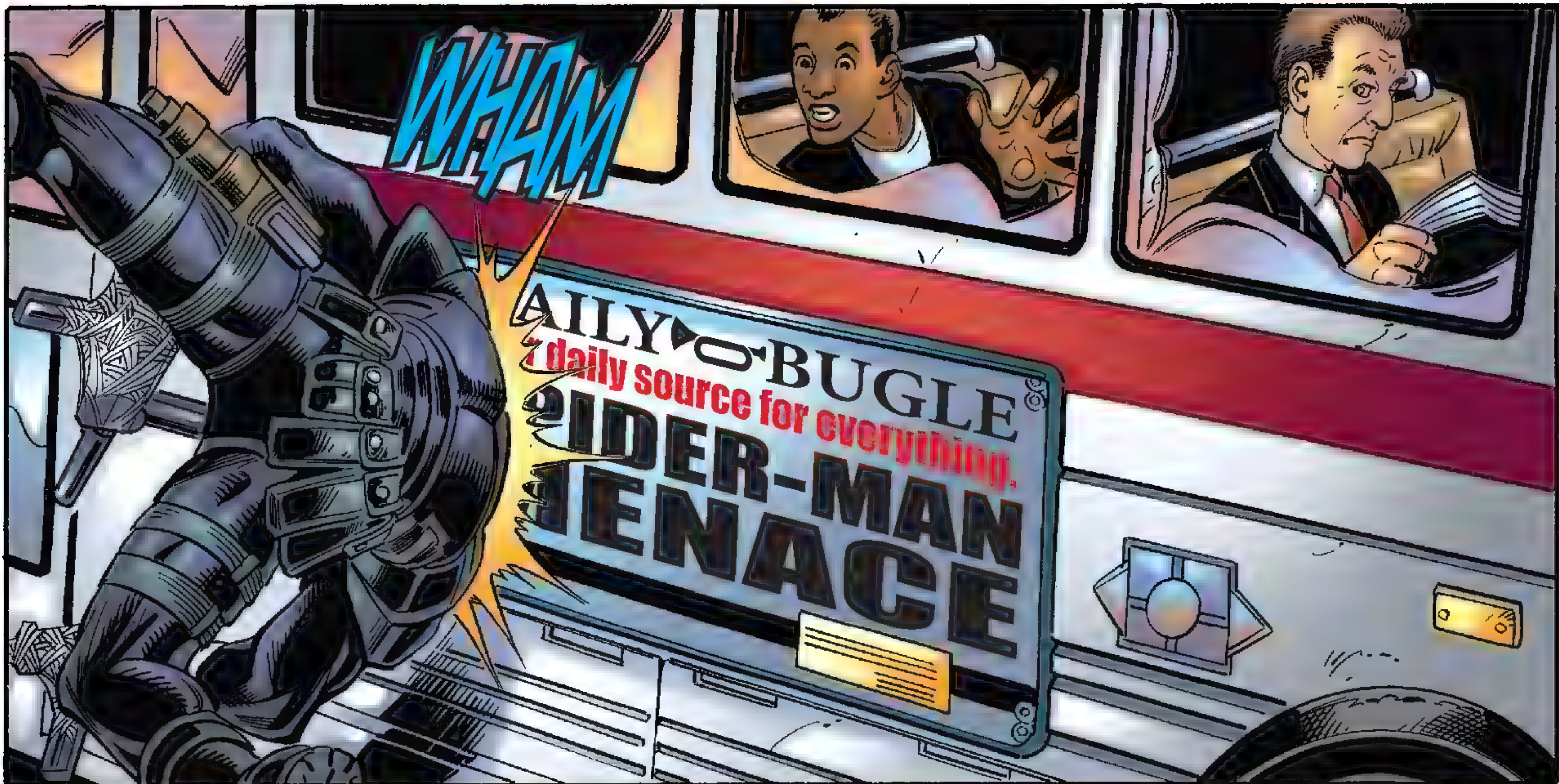
Of course, I only *know* all this about him because the Discovery Channel runs that special on him so many times a day that sometimes they actually *interrupt* the special to *show* the special.

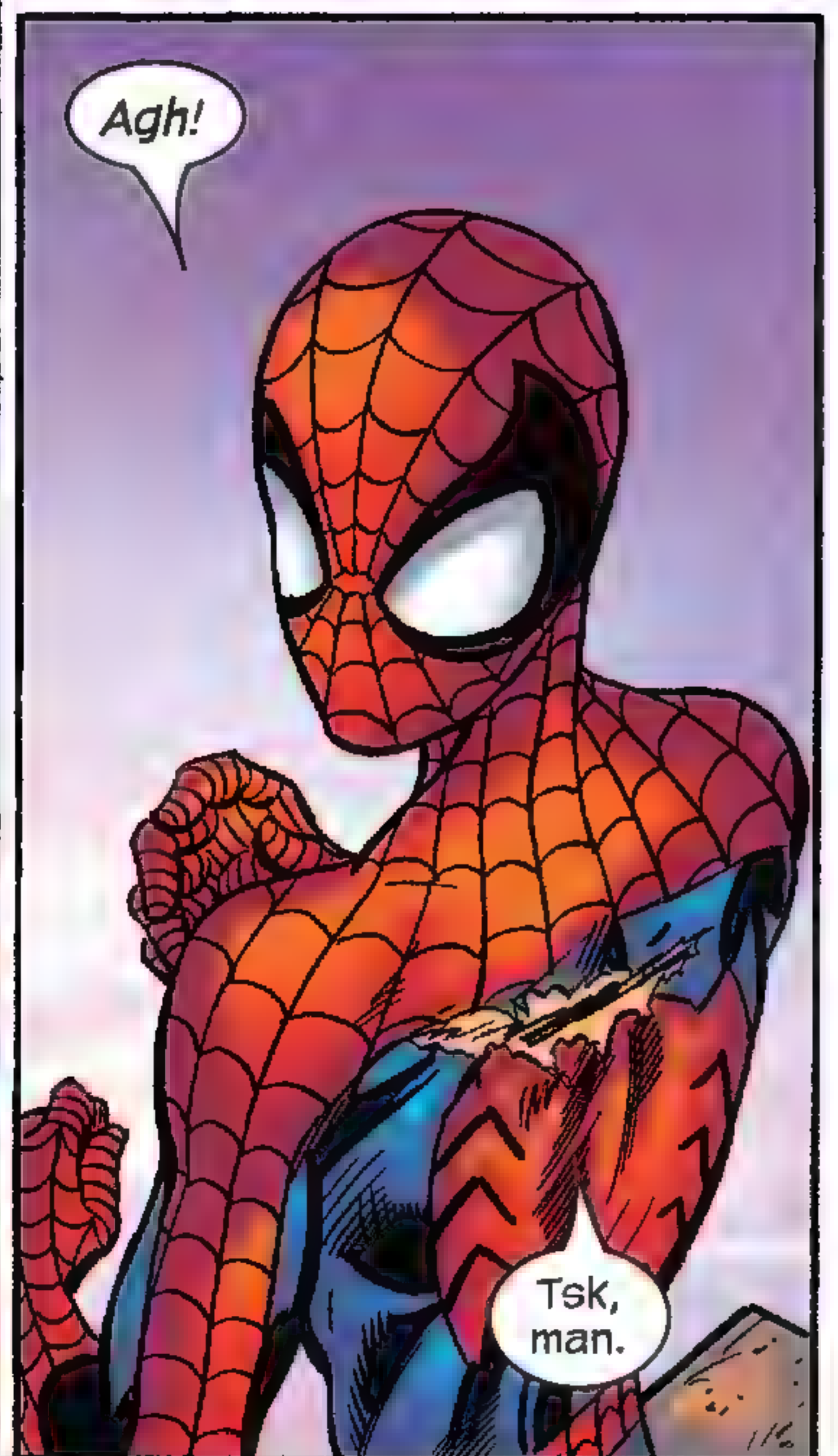
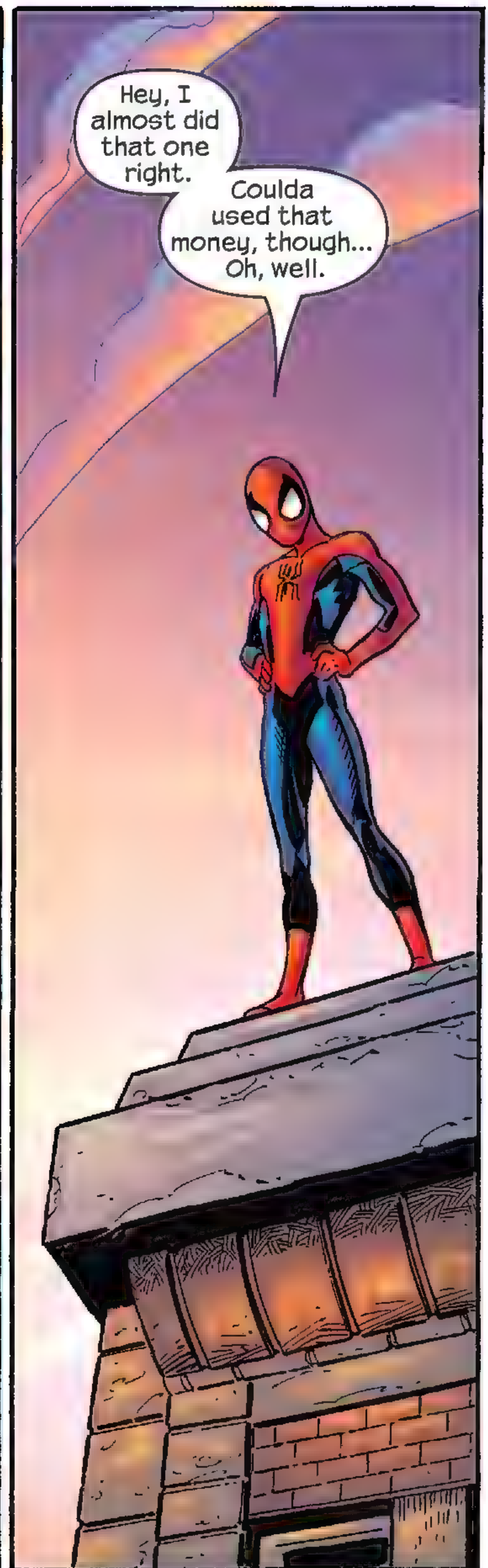


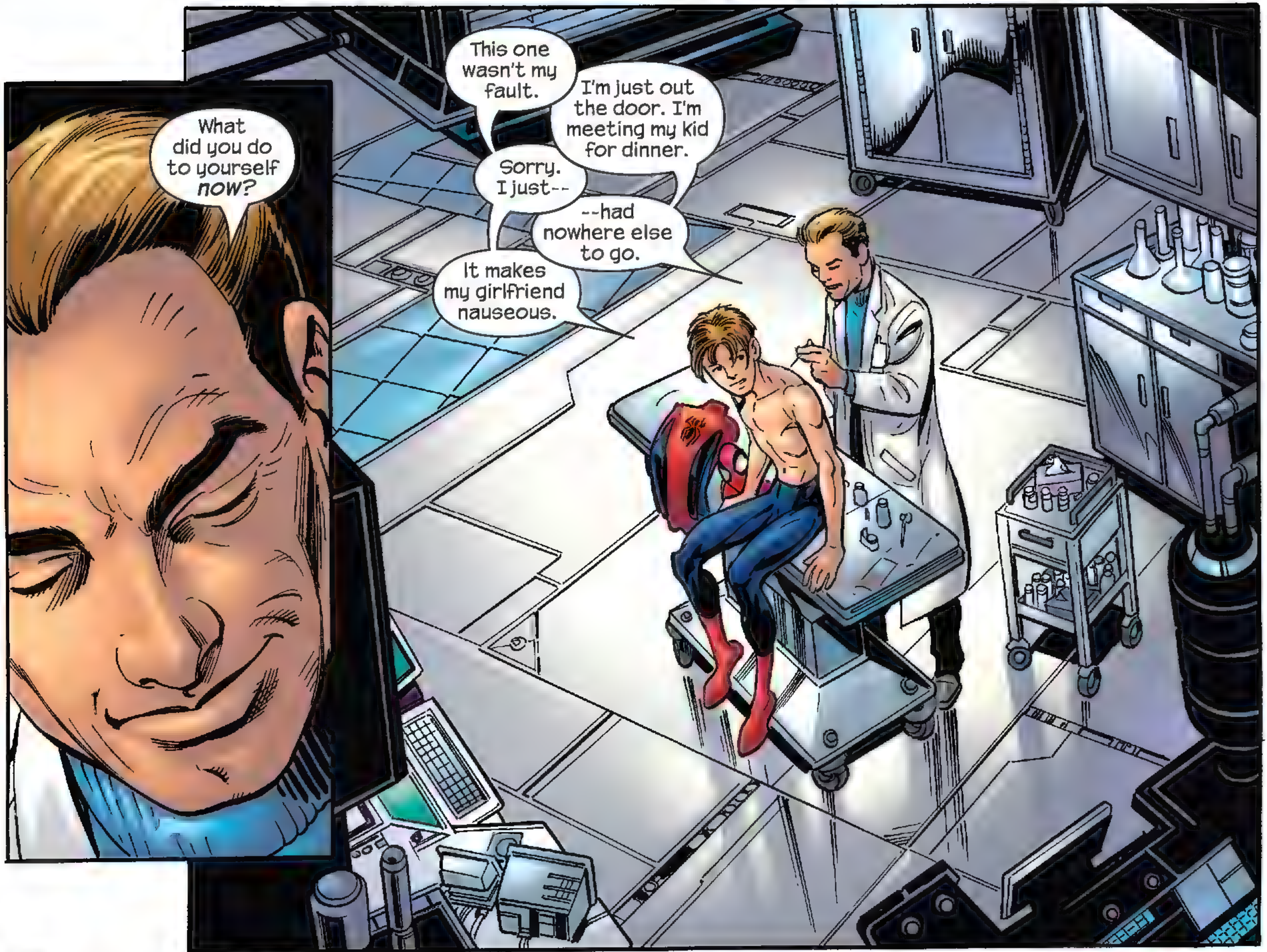
I *do* feel bad for him, but not so bad I'm not going to give him the old thwap...



...and smack.







What did you do to yourself now?

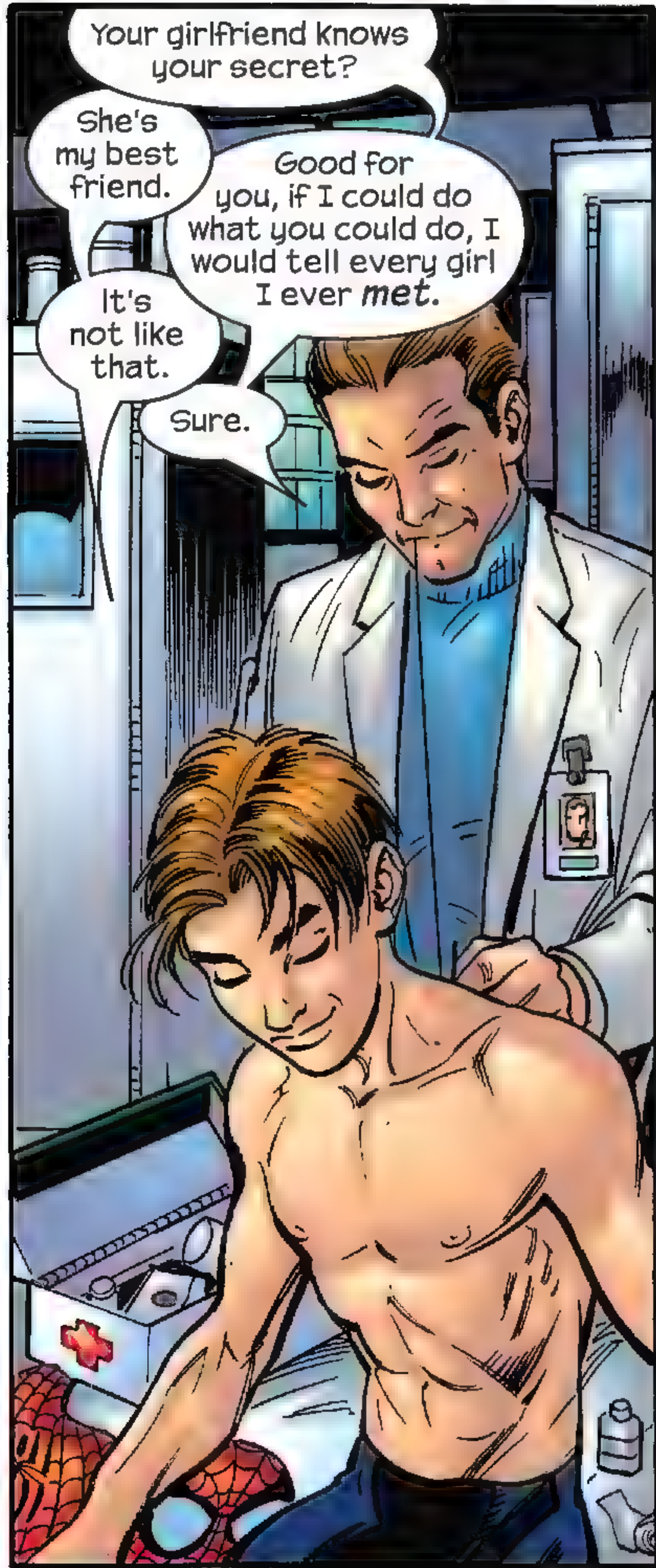
This one wasn't my fault.

I'm just out the door. I'm meeting my kid for dinner.

Sorry. I just--

--had nowhere else to go.

It makes my girlfriend nauseous.



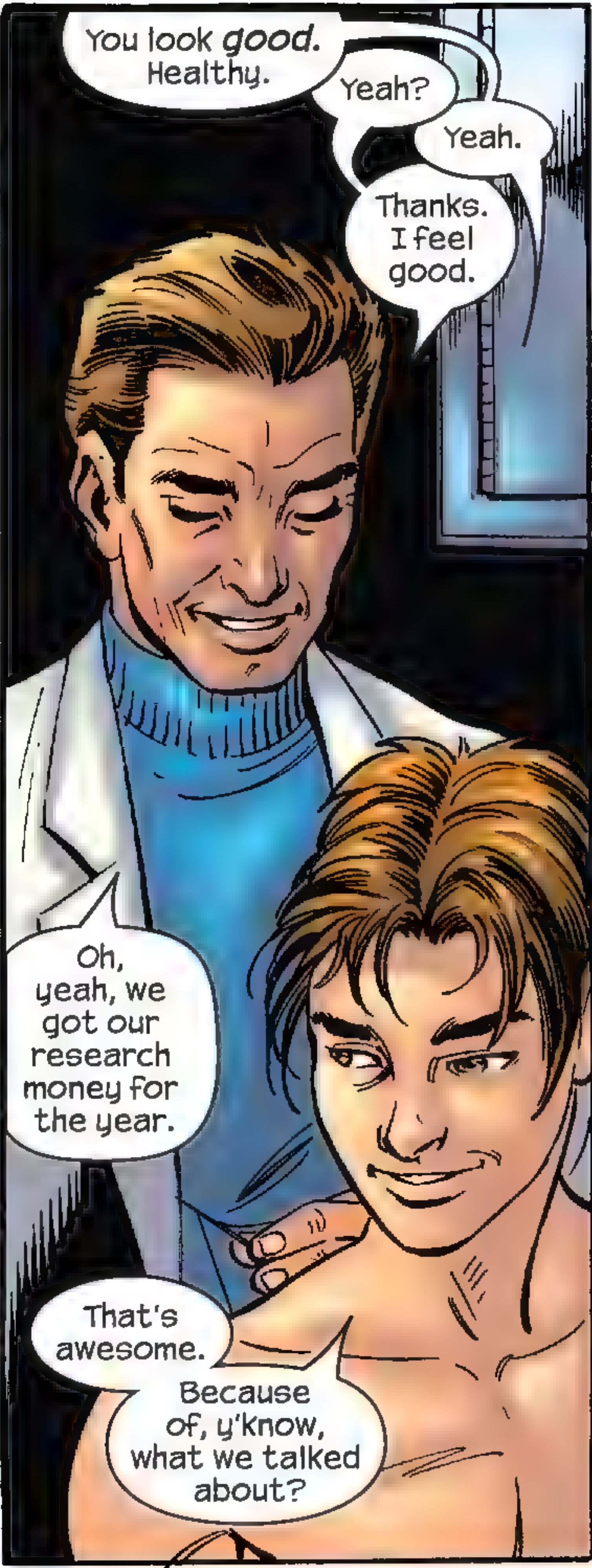
Your girlfriend knows your secret?

She's my best friend.

Good for you, if I could do what you could do, I would tell every girl I ever met.

It's not like that.

Sure.



You look good. Healthy.

Yeah?

Yeah.

Thanks. I feel good.

Oh, yeah, we got our research money for the year.

That's awesome.

Because of, y'know, what we talked about?



Uh, yeah, yes.

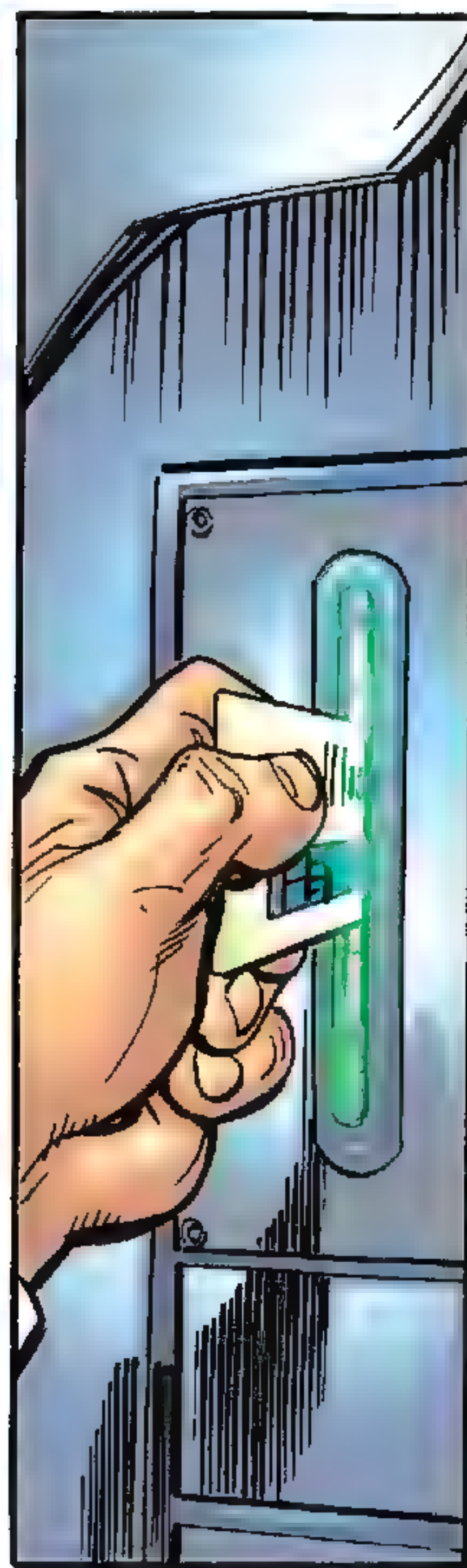
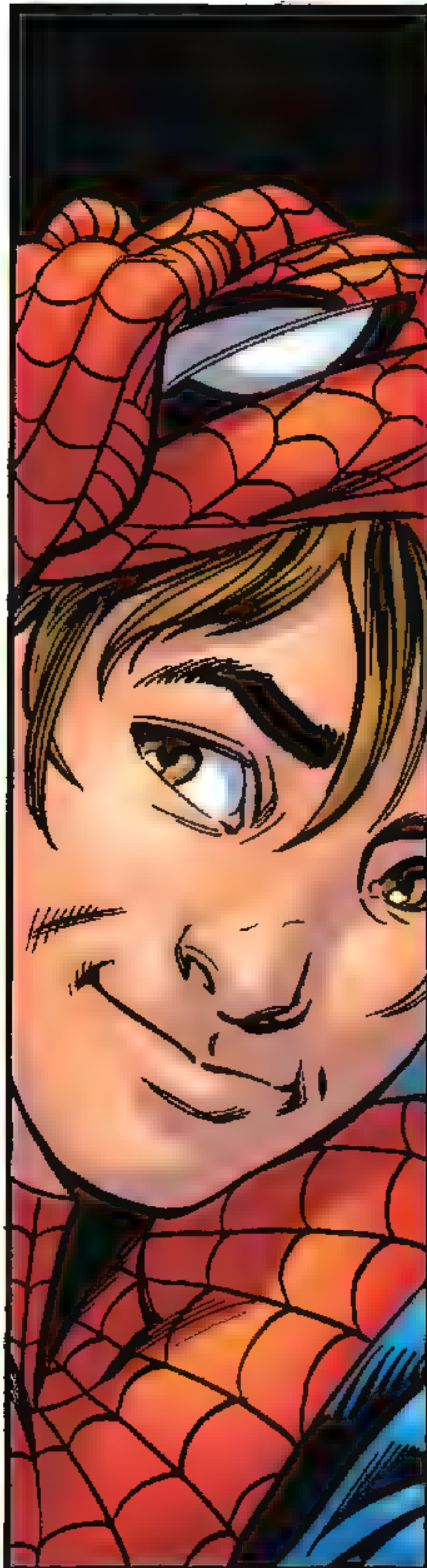
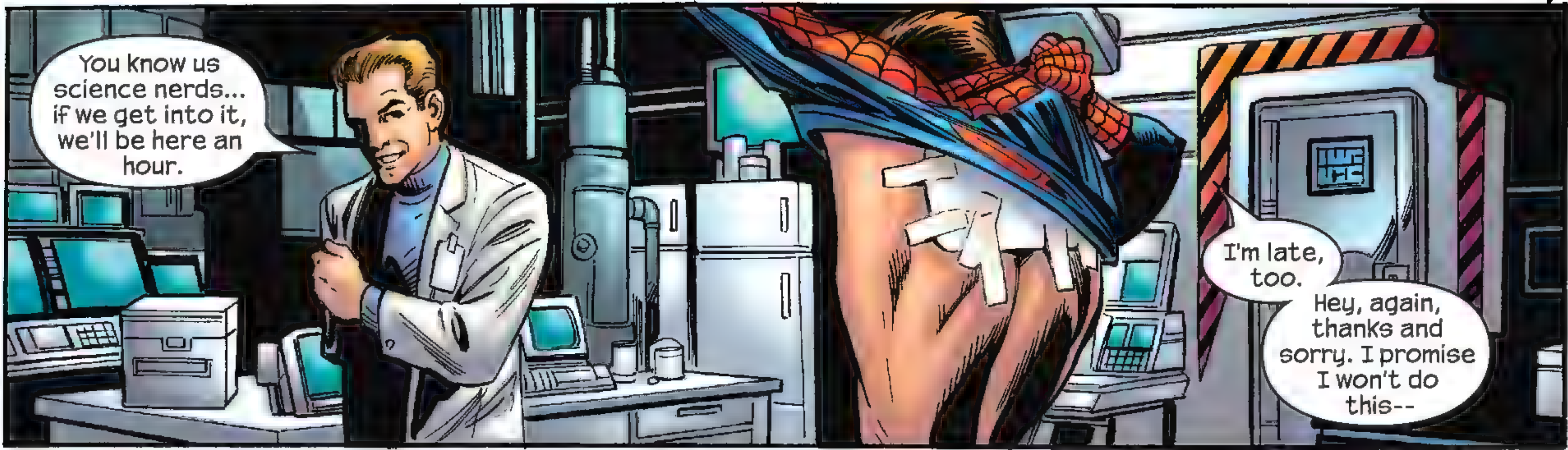
Cool. Can I see?

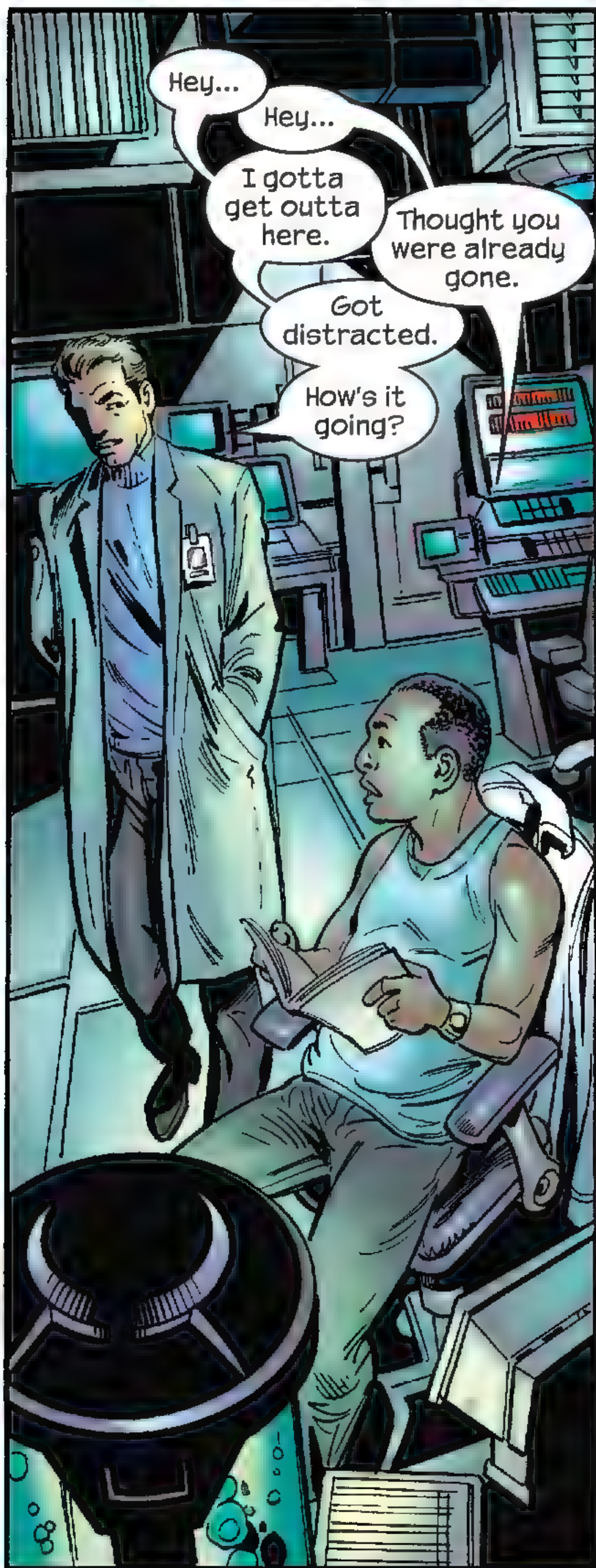
Um, yes. Yes, you can.

But can we do it tomorrow? My kid--

Oh, yeah, duh.

Don't worry. Yeah.





Hey...

Hey...

I gotta get outta here.

Thought you were already gone.

Got distracted.

How's it going?



Steady as she goes, Captain.

Smooth.

I can't stop looking at it, though.

I know.

I think we need to go up to 86 degrees, though. I'm worried about the next incubation stage.

I don't disagree.

And after the next one, we make our presentation.

Then the fun begins.

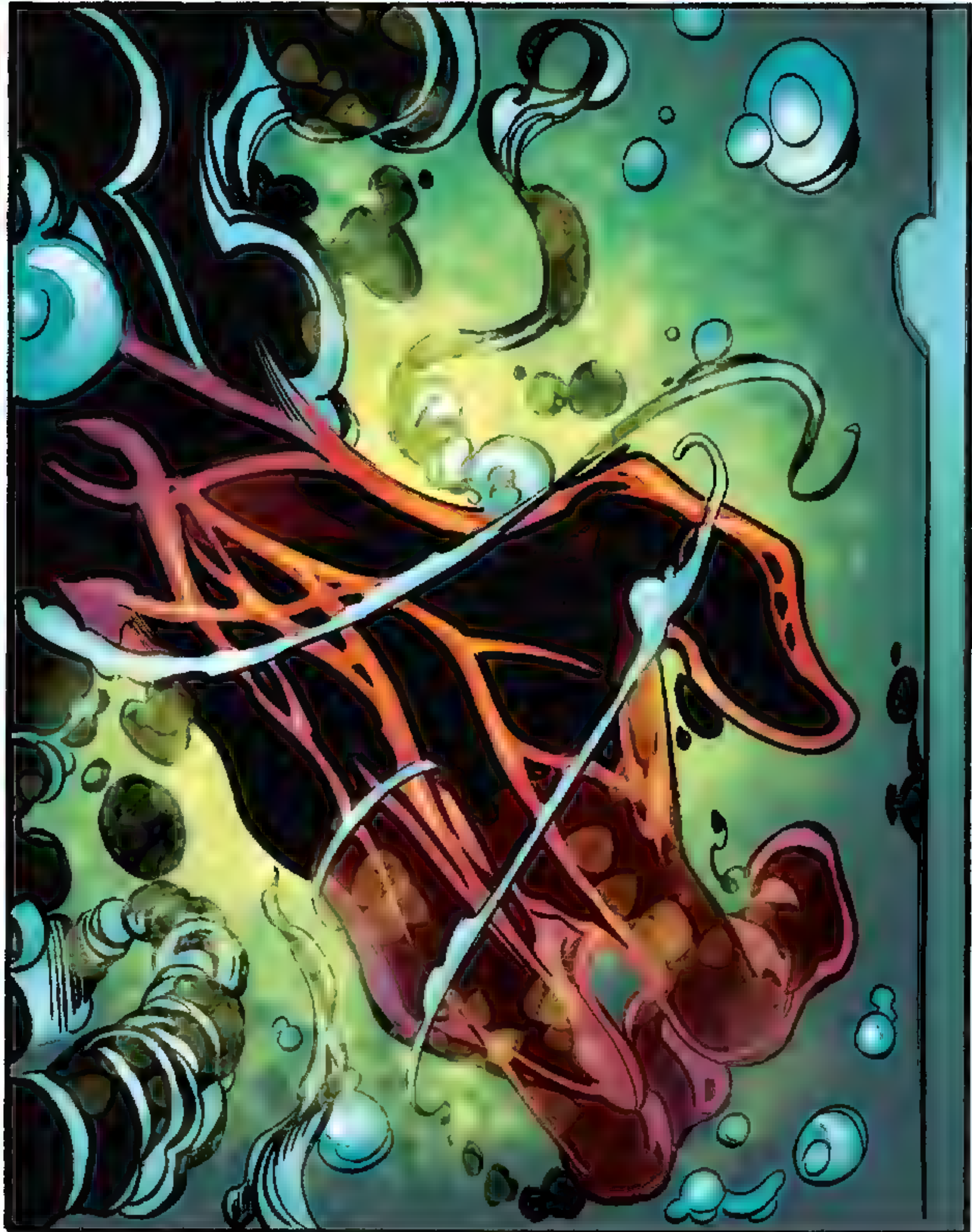


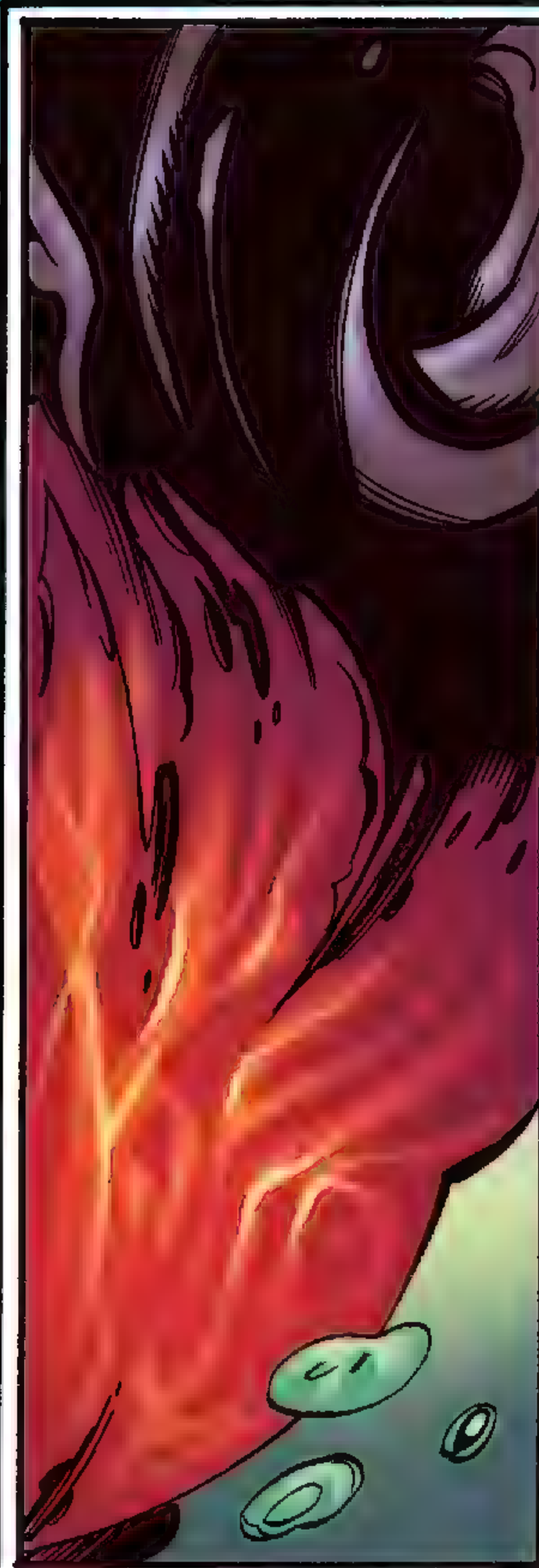
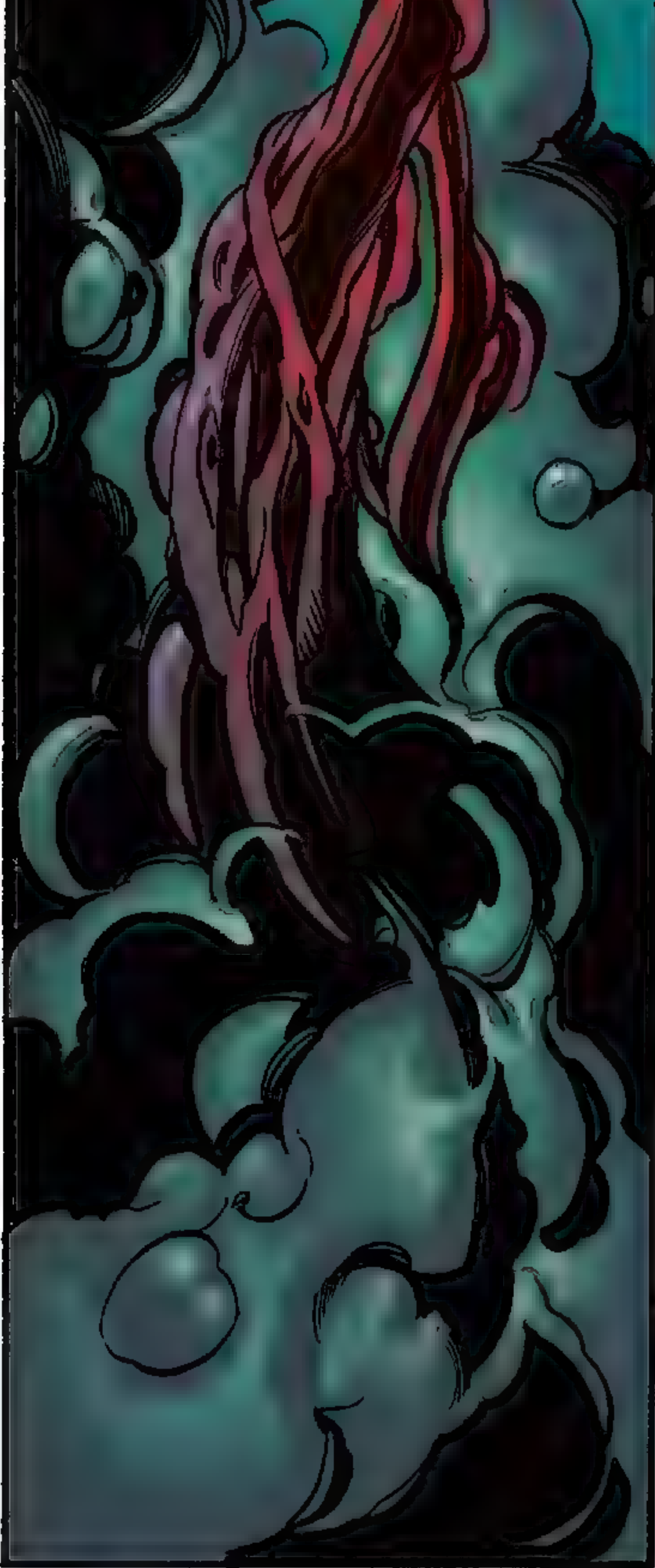
I have to go meet my kid. I'm already late.

I'll walk out with you. Going to run across campus for a hoagie.

You do the top-of-the-hour log?

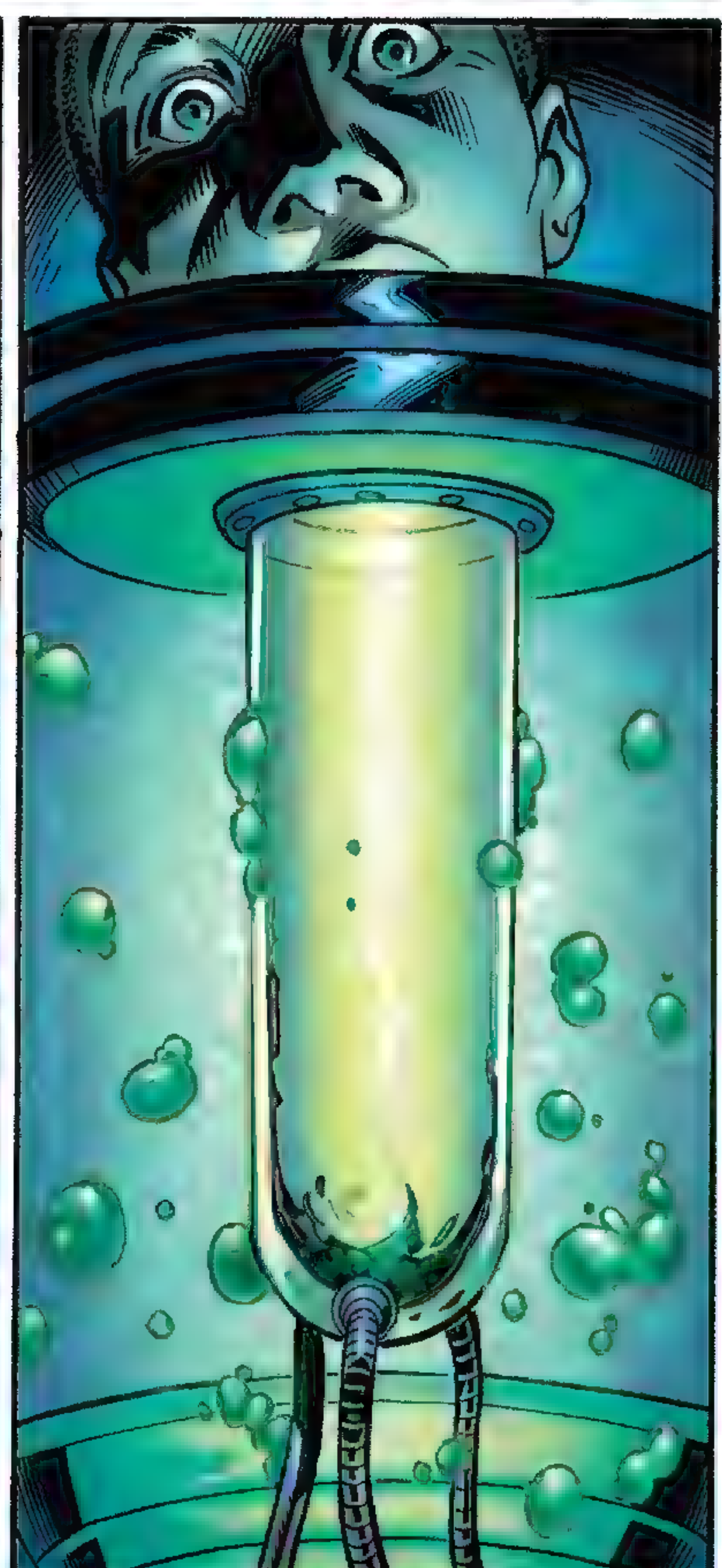
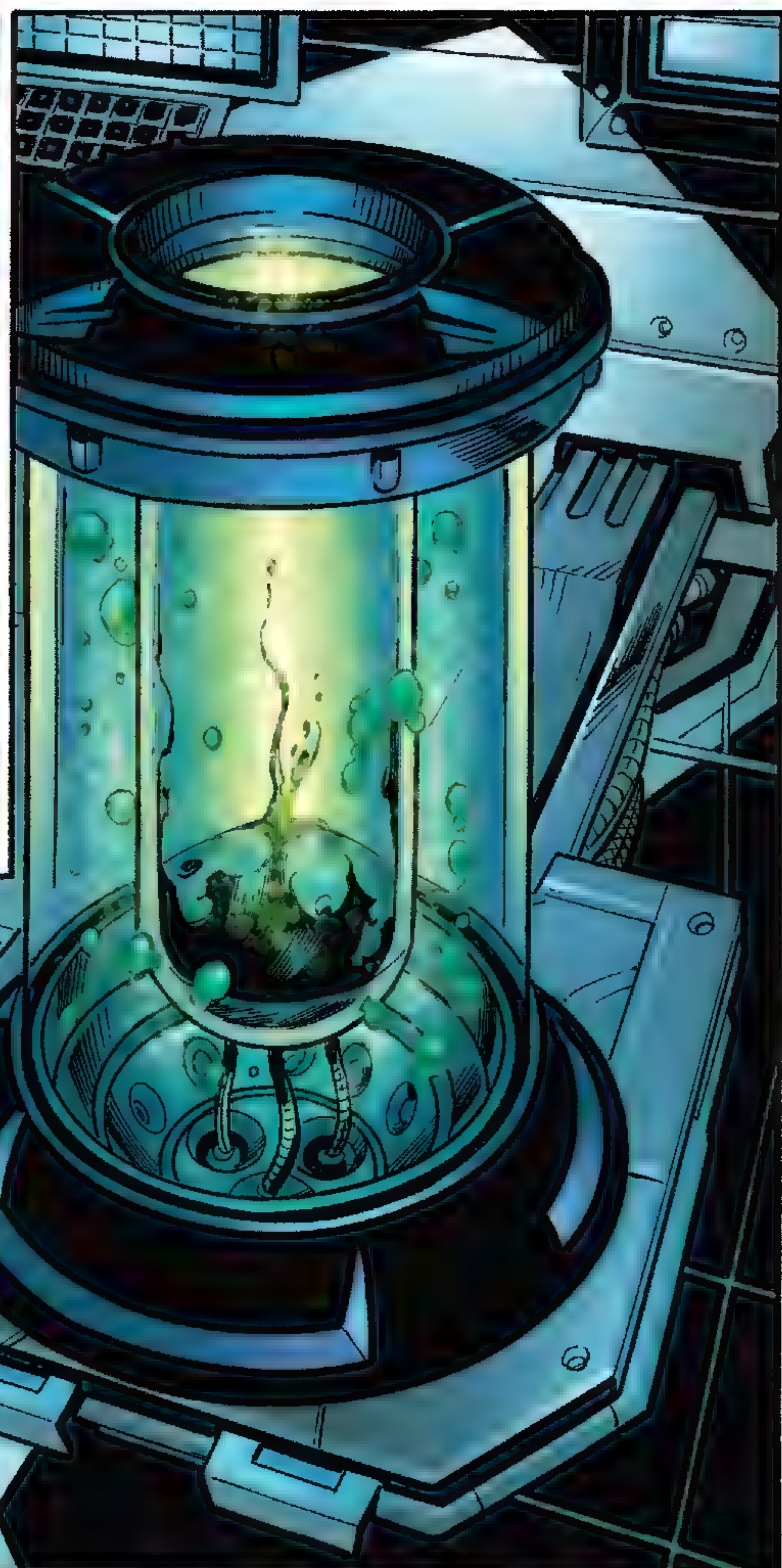
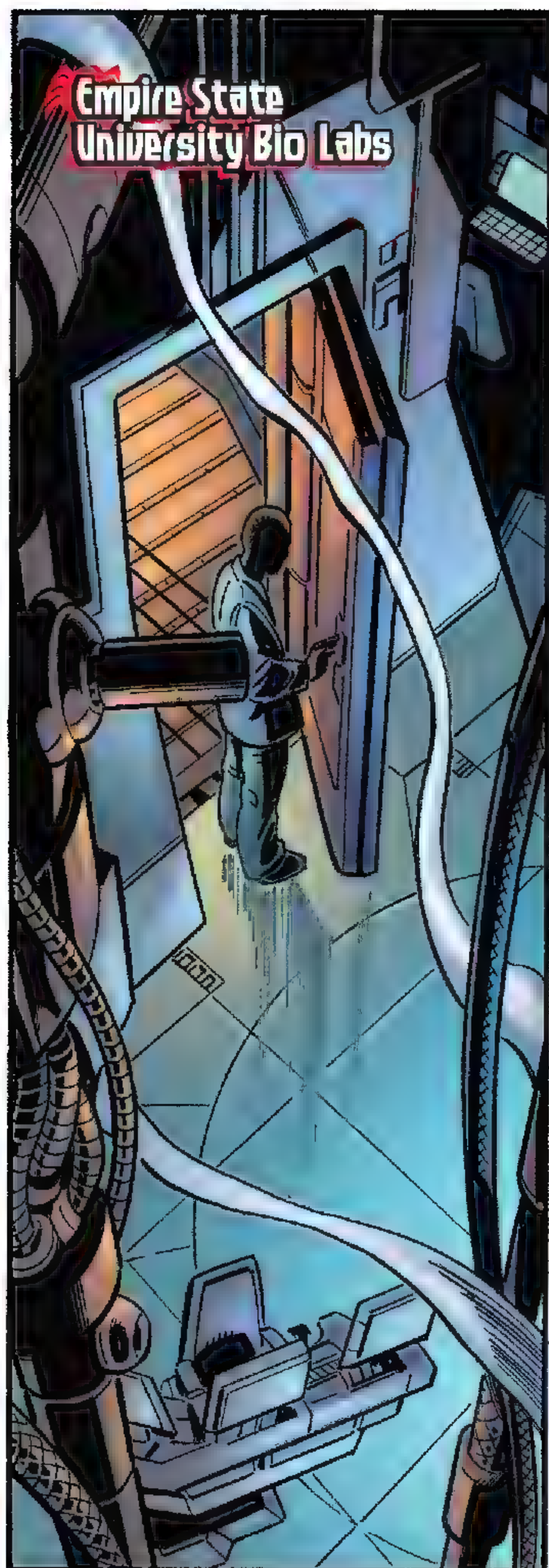
Yes, I did. Guess when I did it?







3064
ISANONE
ARTIST'S SIGNATURE





Doctor Conners? It's Ben Reilly.

Did you take "Little Ben"?



Because it's *gone*!!

No!

No. The thing- the incubator tank is open and it's- oh man.

We've been *robbed*!

Nononono... no, I'm not joking. What kind of a joke would--?



How could they get past all the locks and- what?

Industrial espionage? This is- this is scientific espionage.

No! I didn't tell anyone.



No one I know would even know what I was talking--

AAAAAHHH!!

Oh my God...



Oh my God!! Oh my Gooooodd!!

What is that?

Good Lord!!



We shouldn't be here!

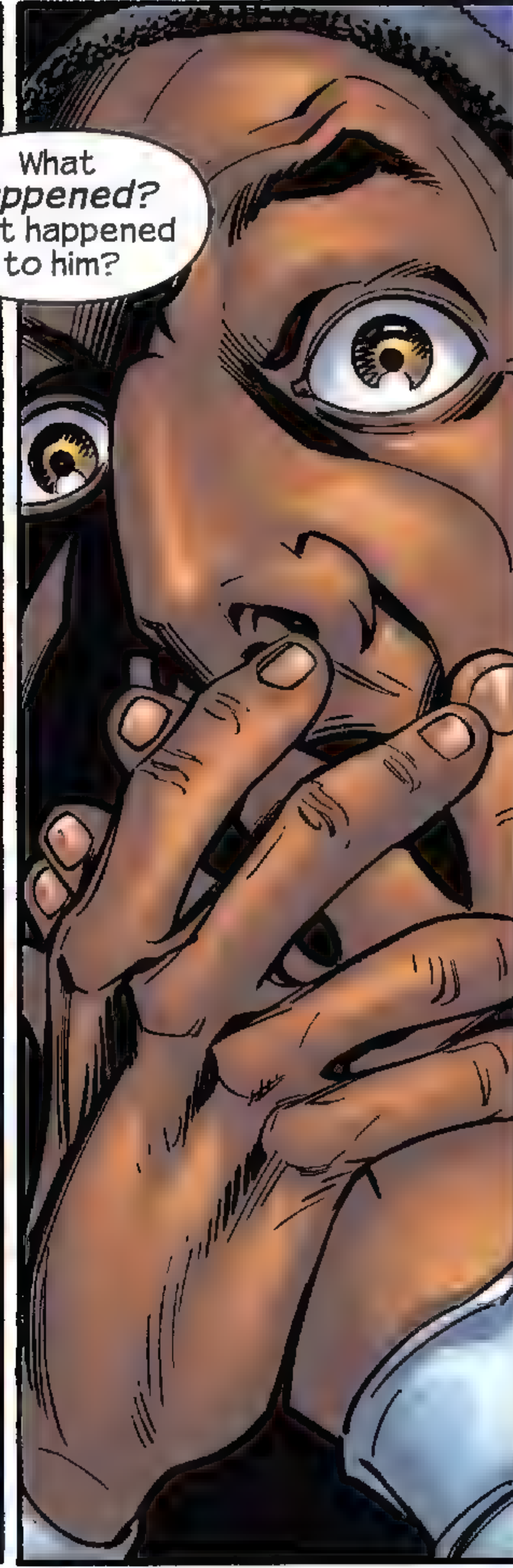
Somebody call the cops!

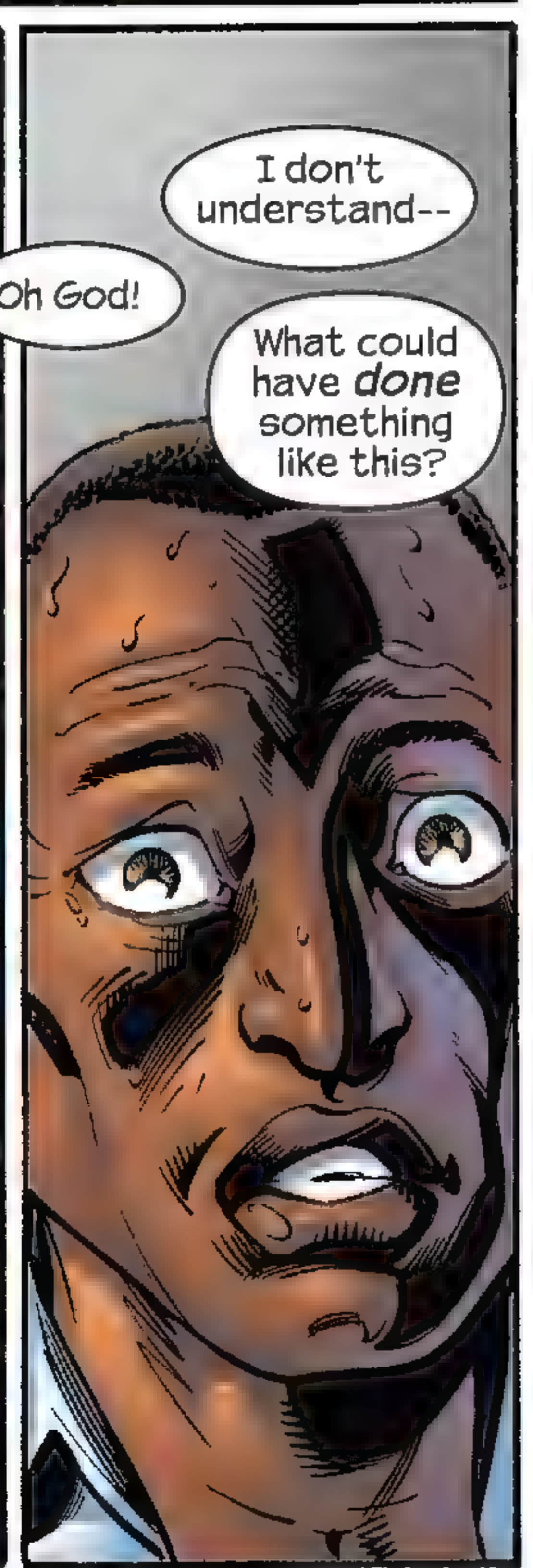
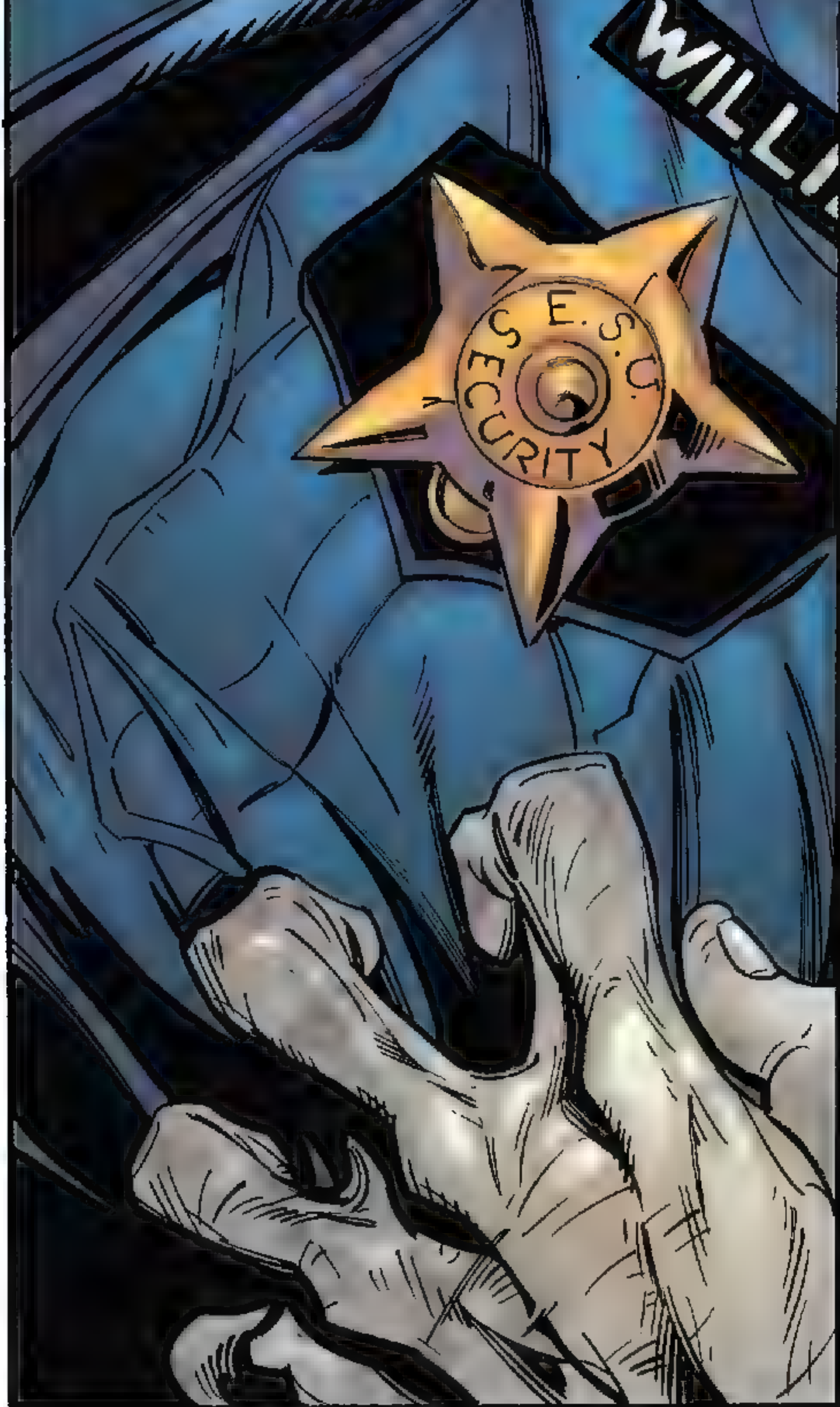
CRASH!!

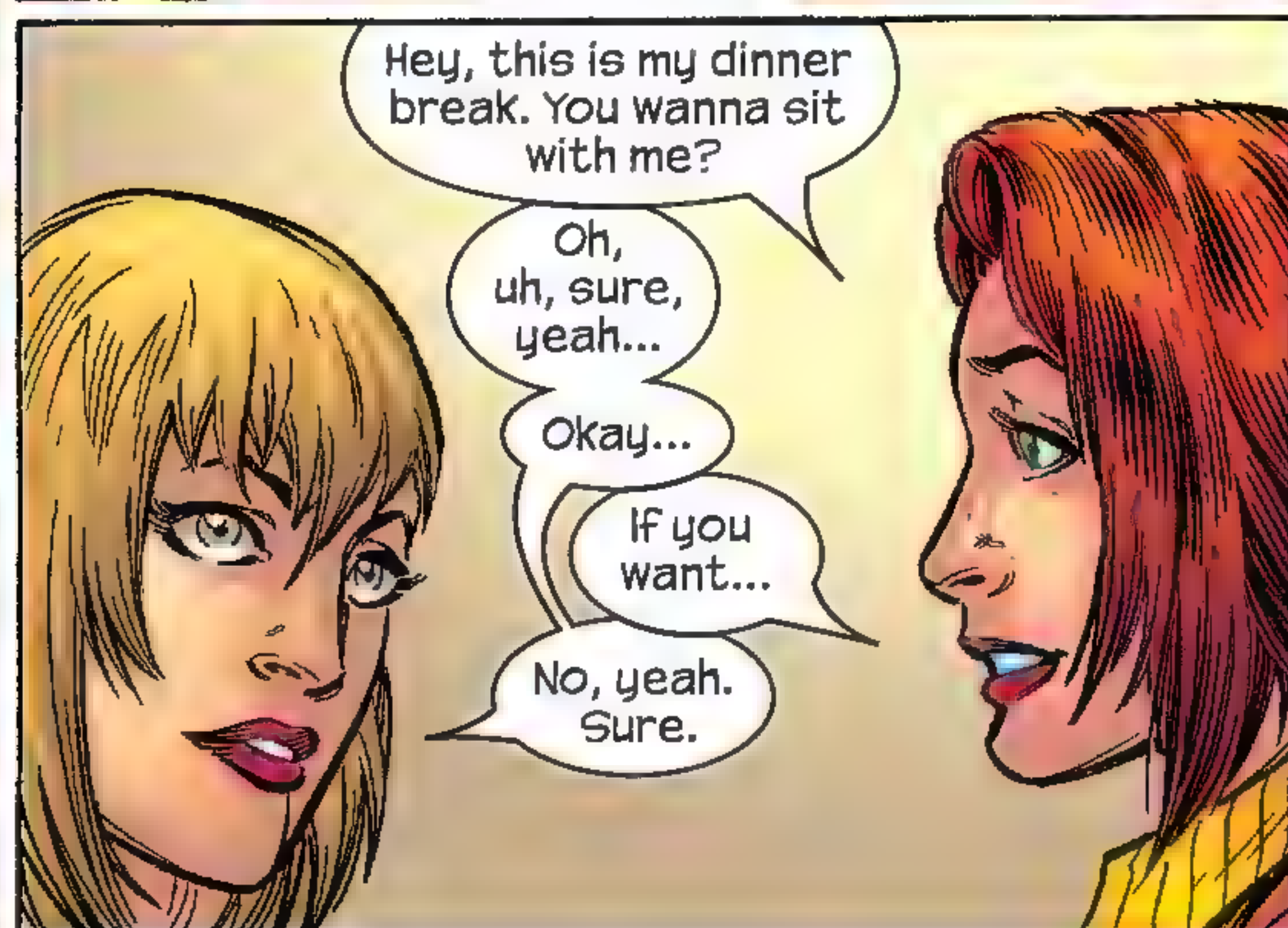
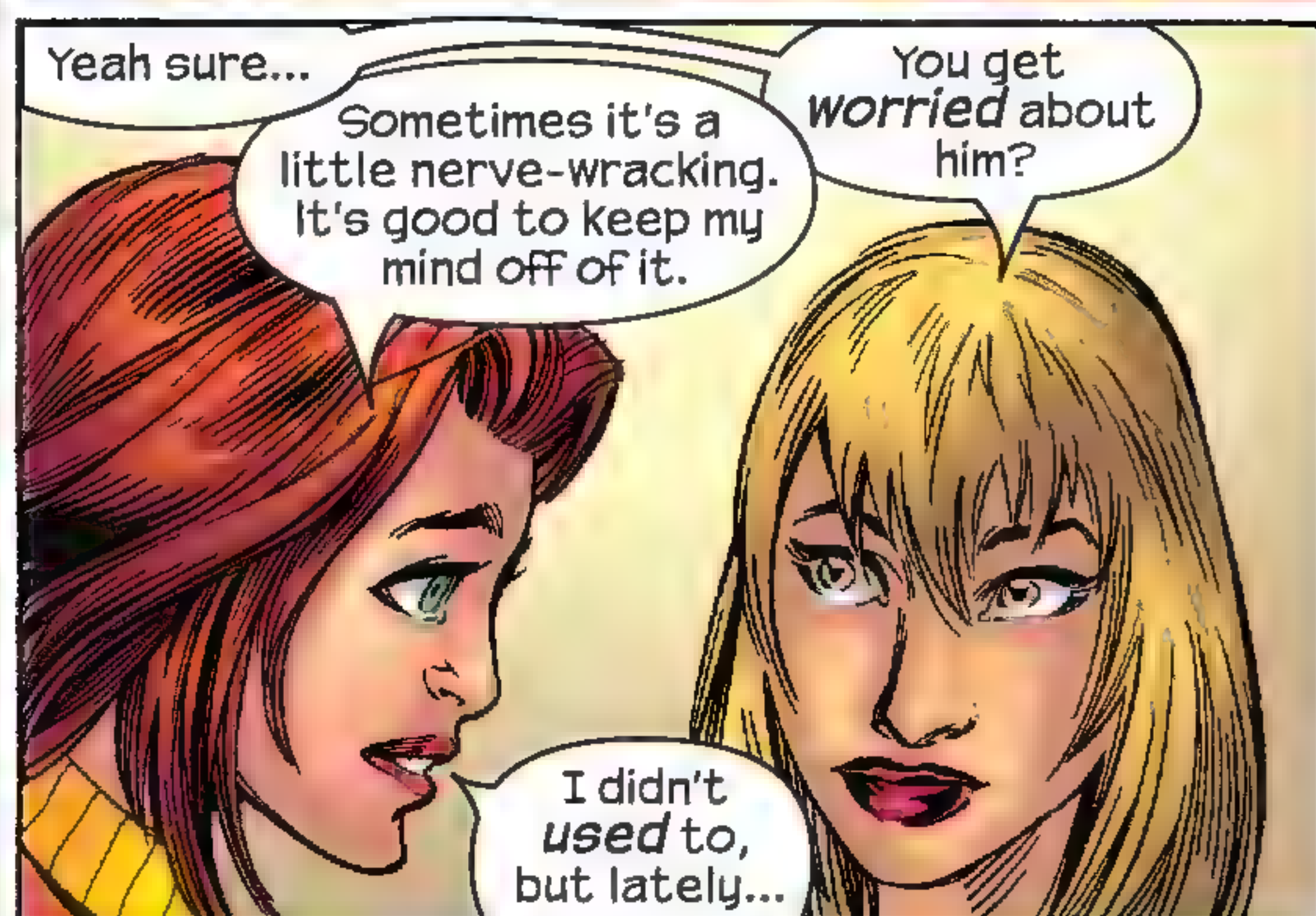
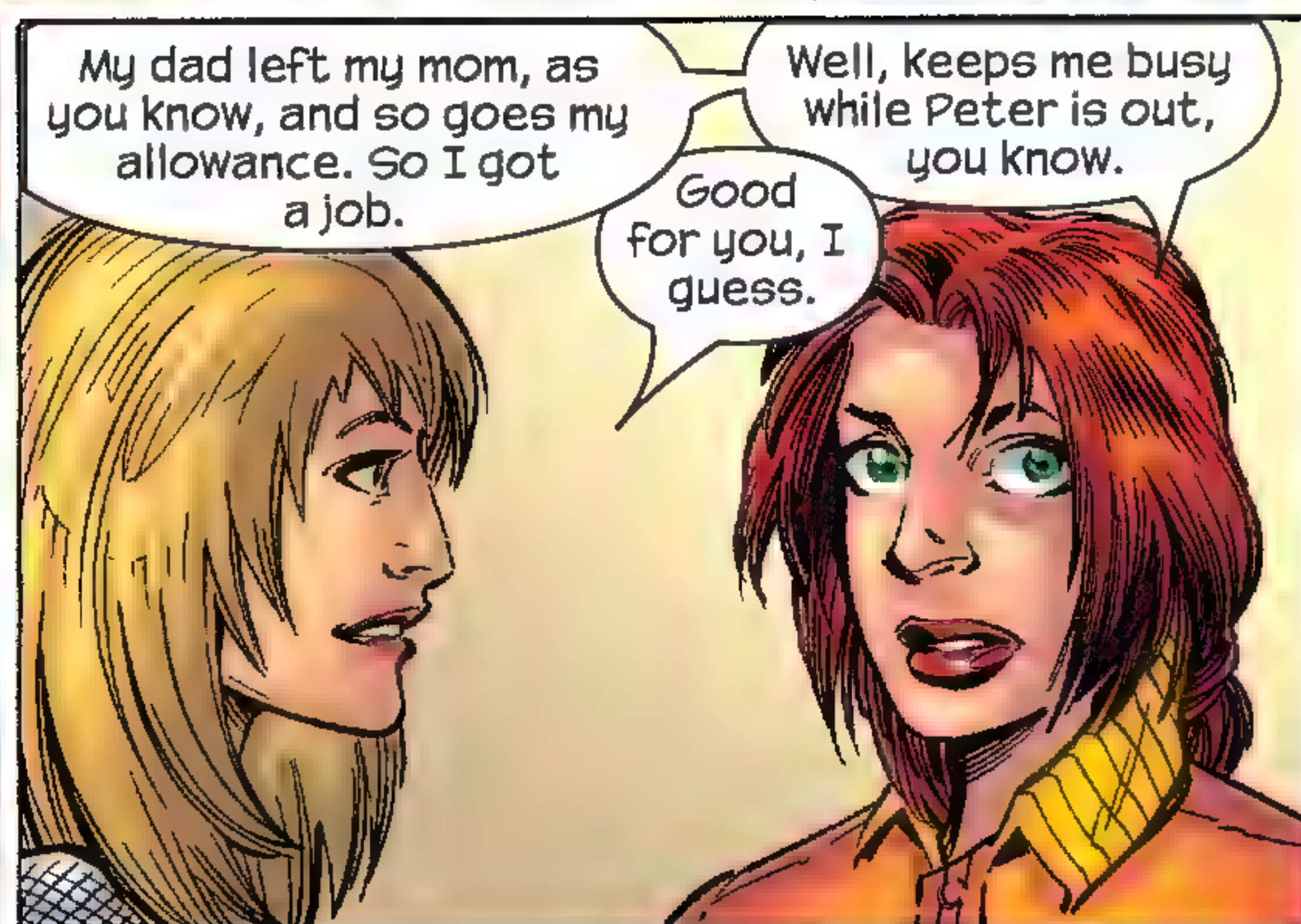
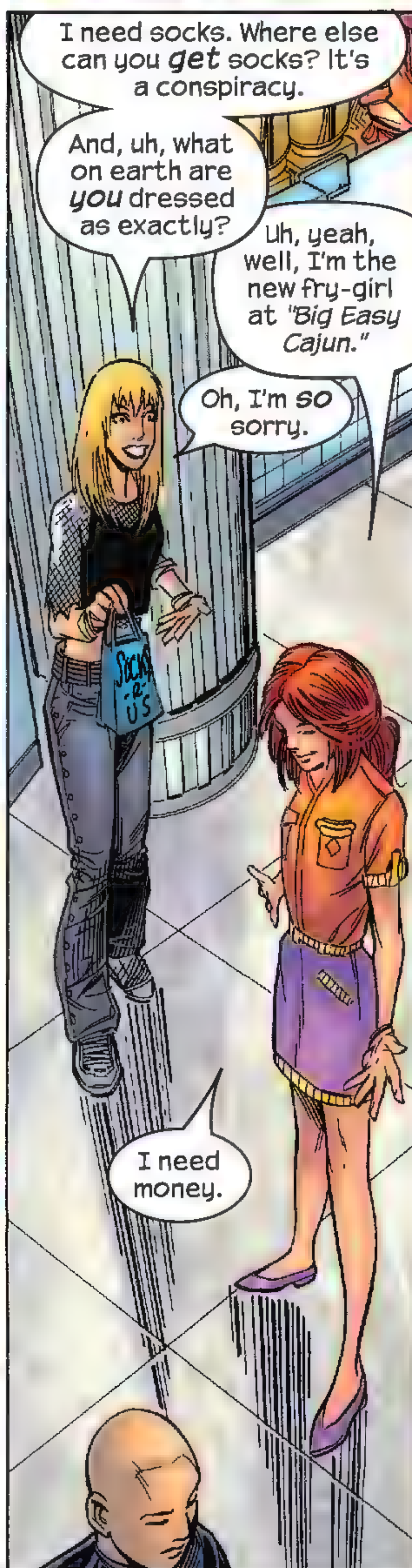
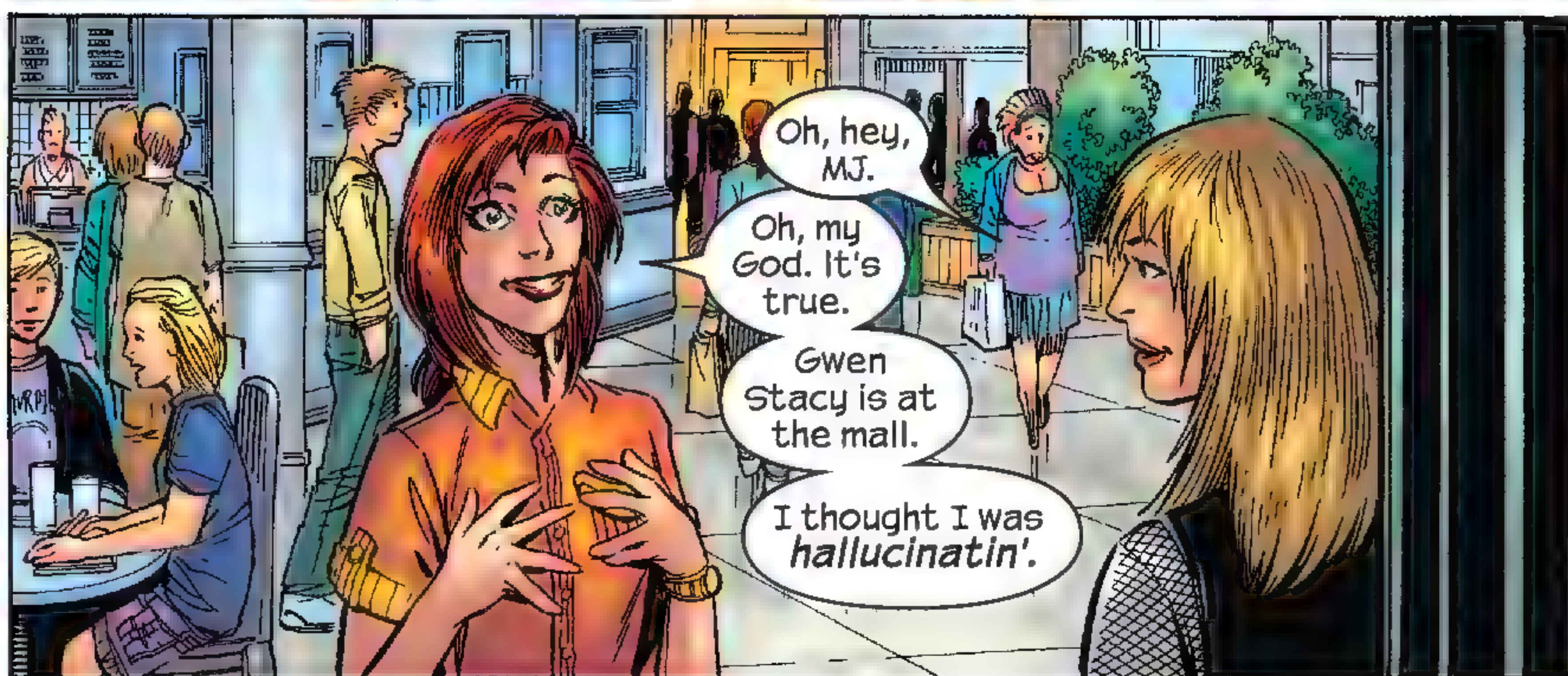
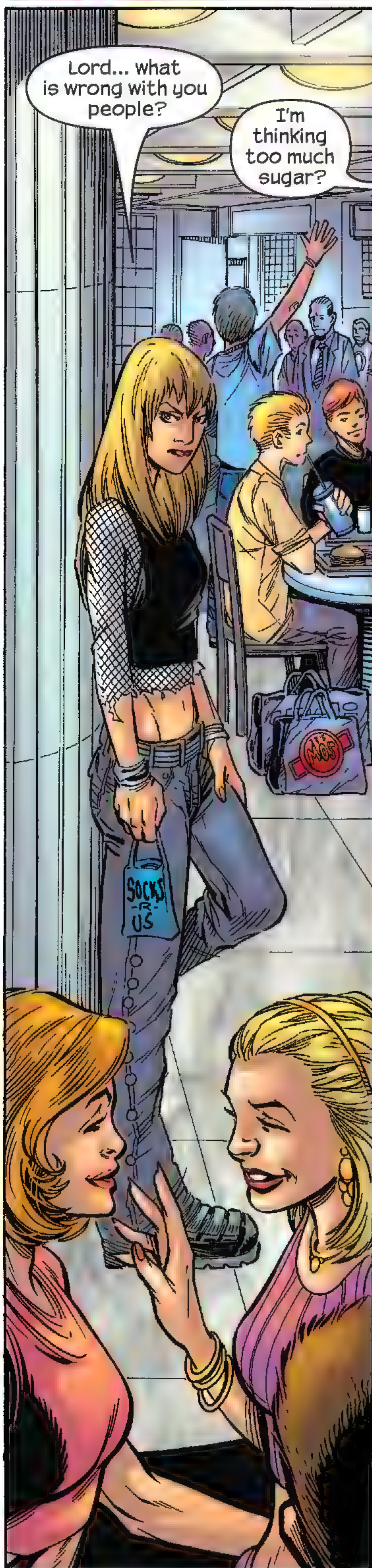
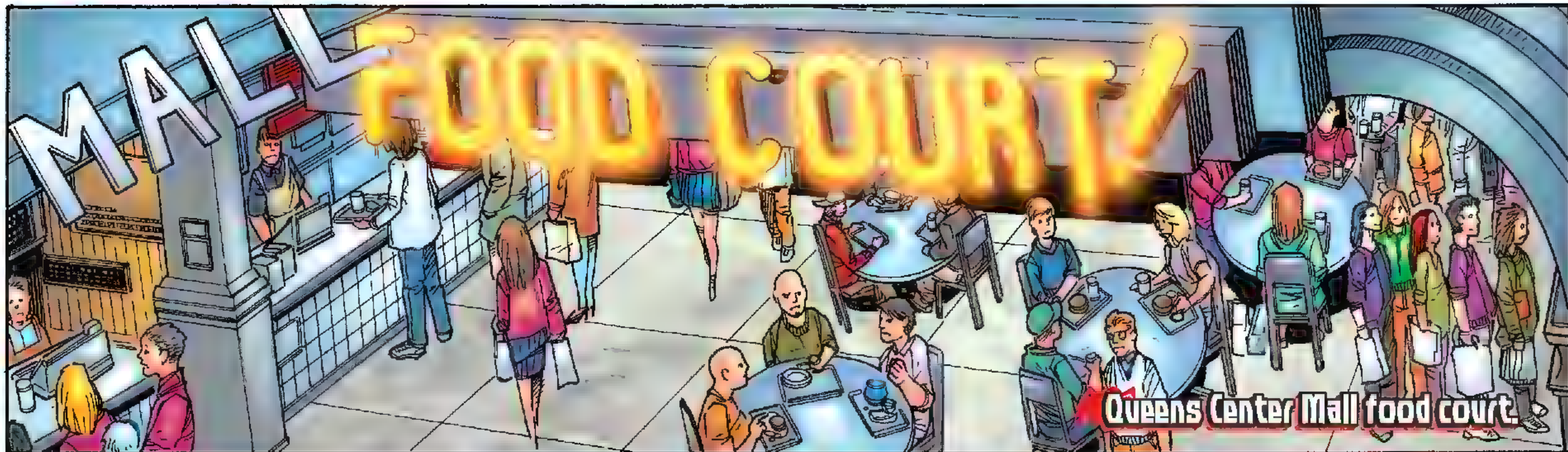


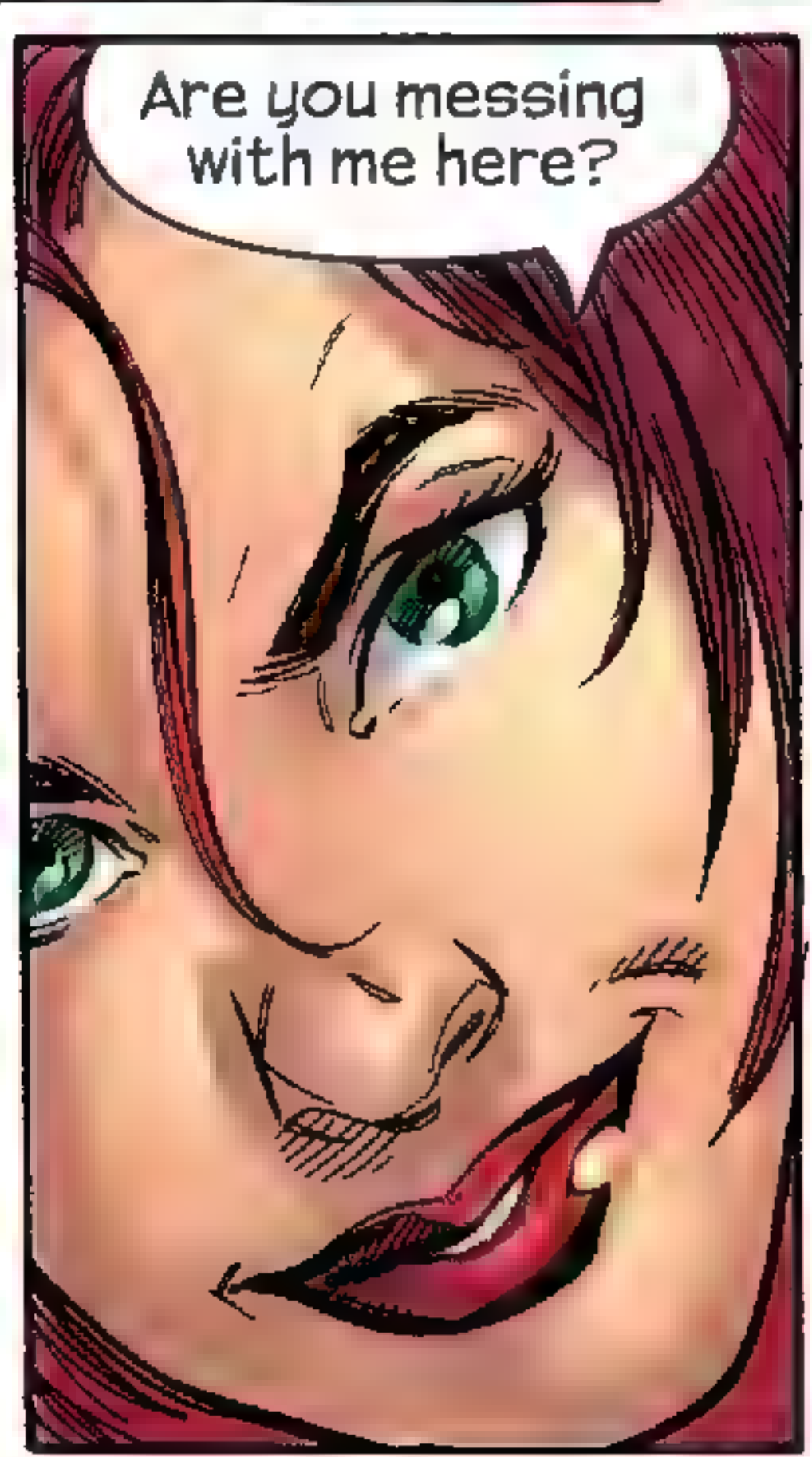
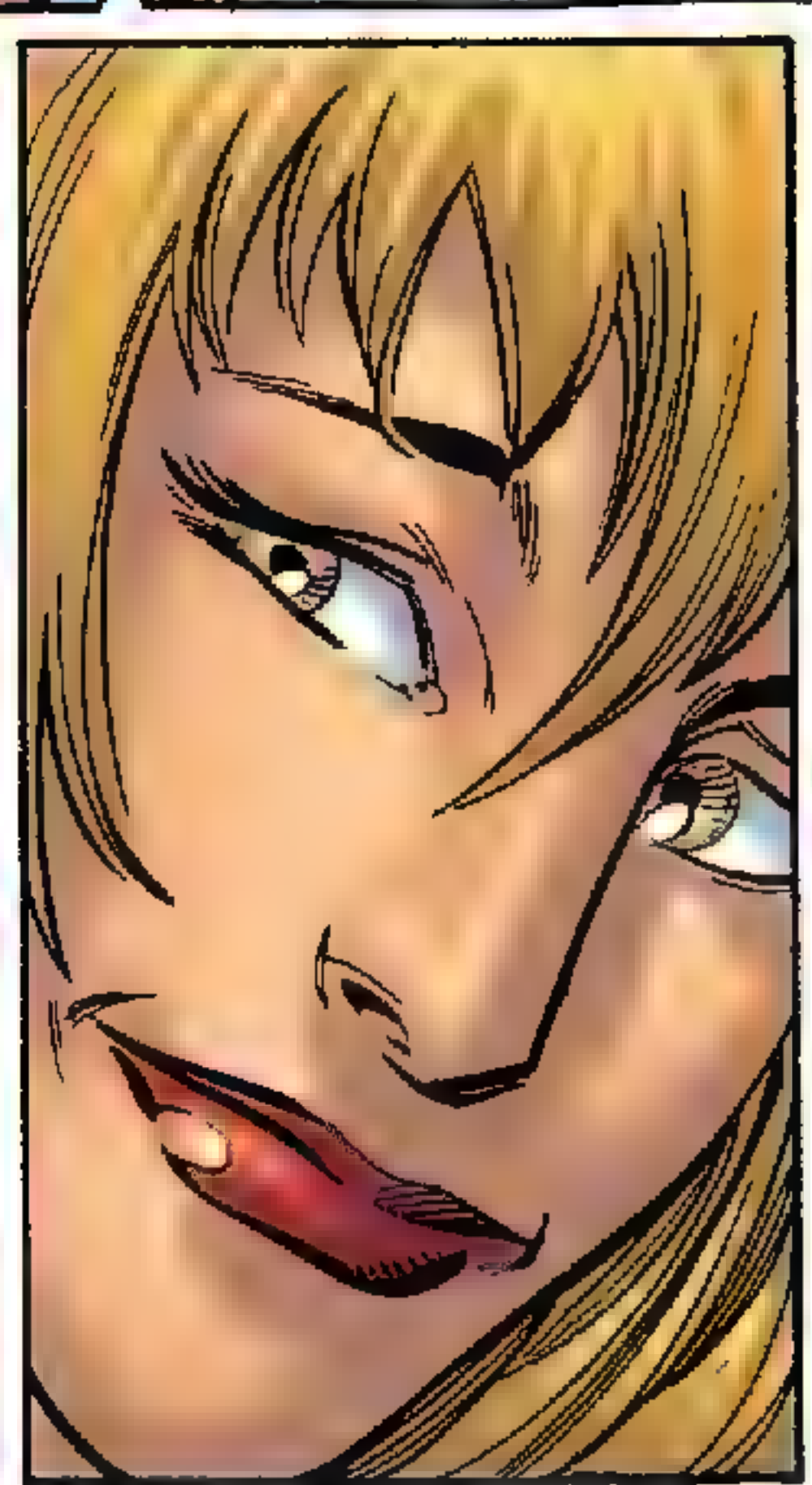
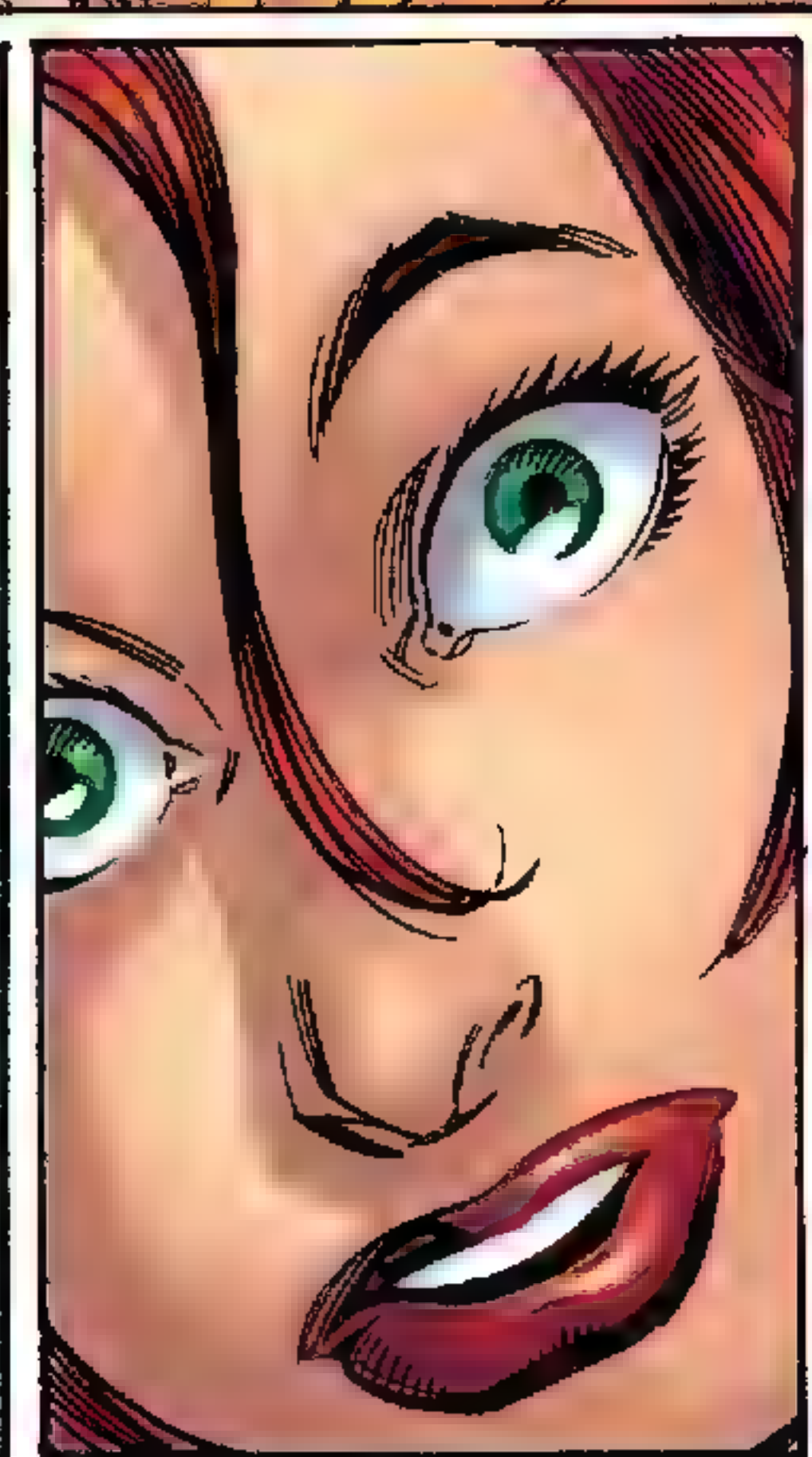
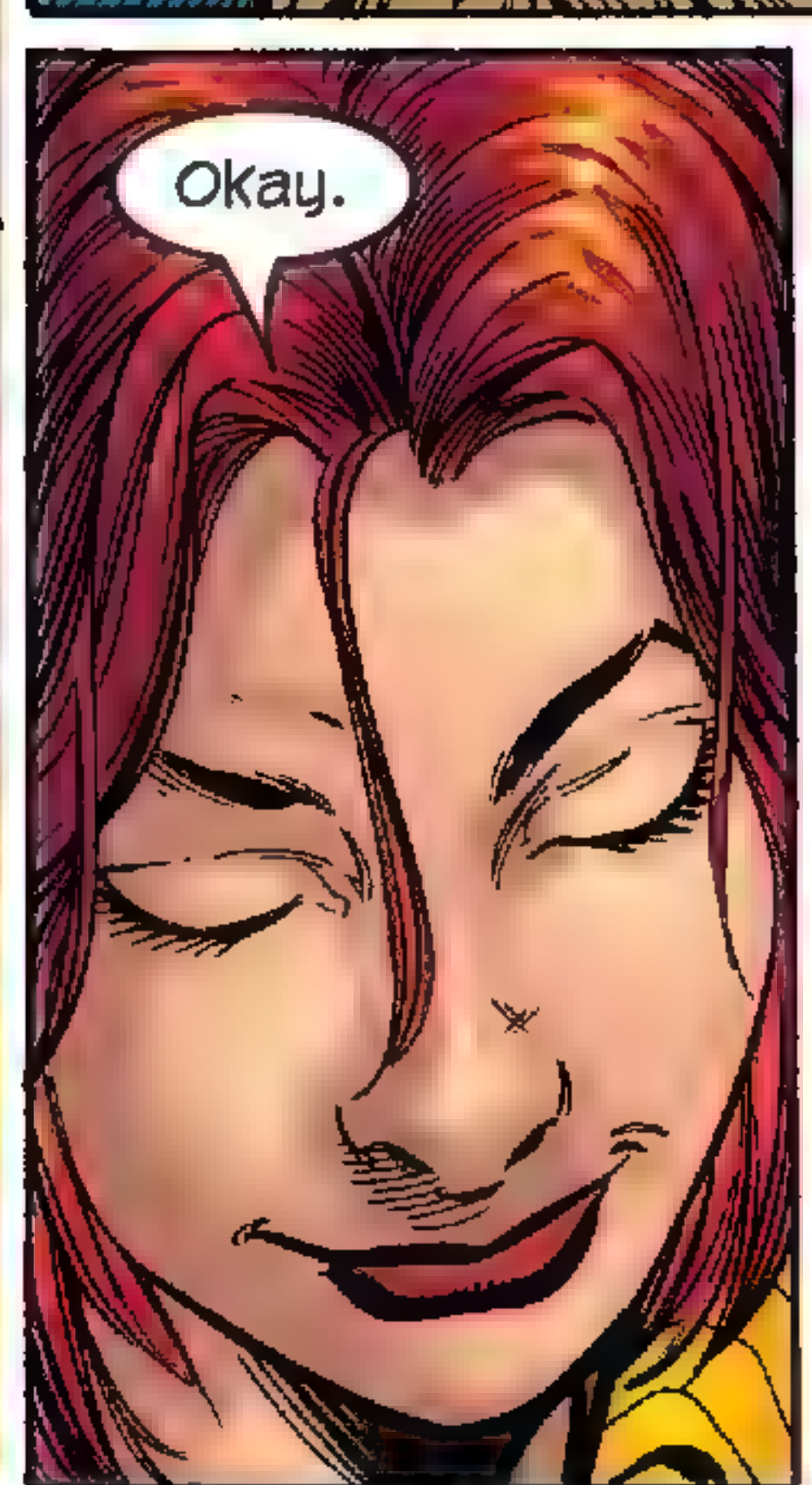
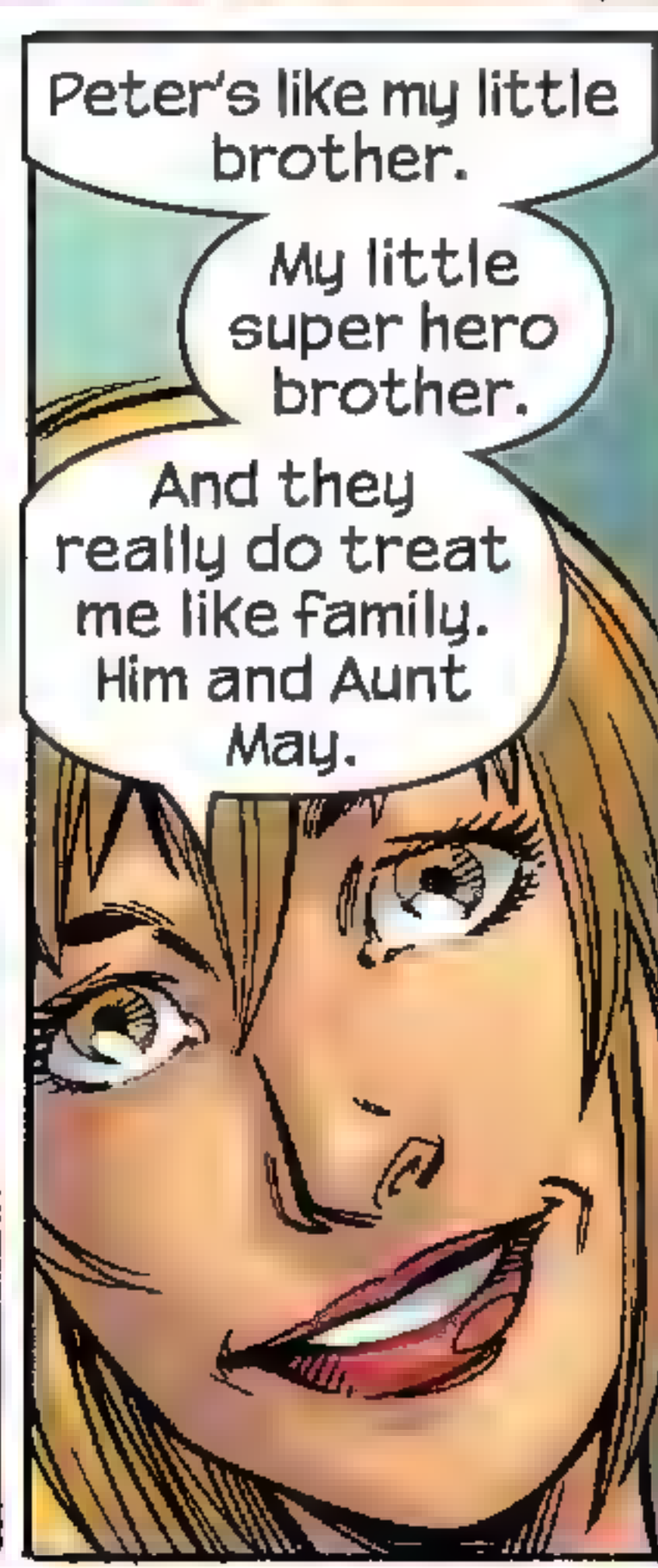
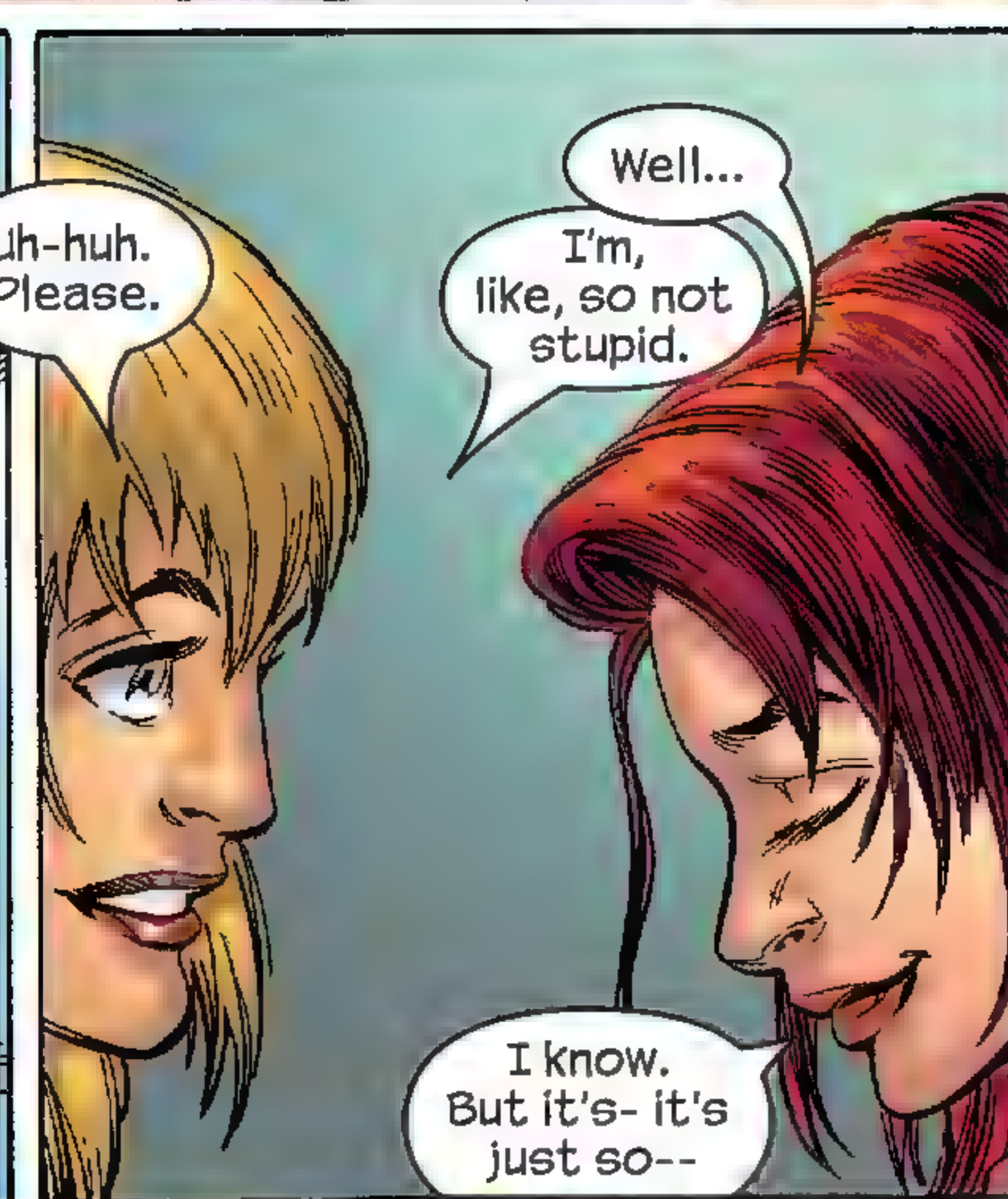
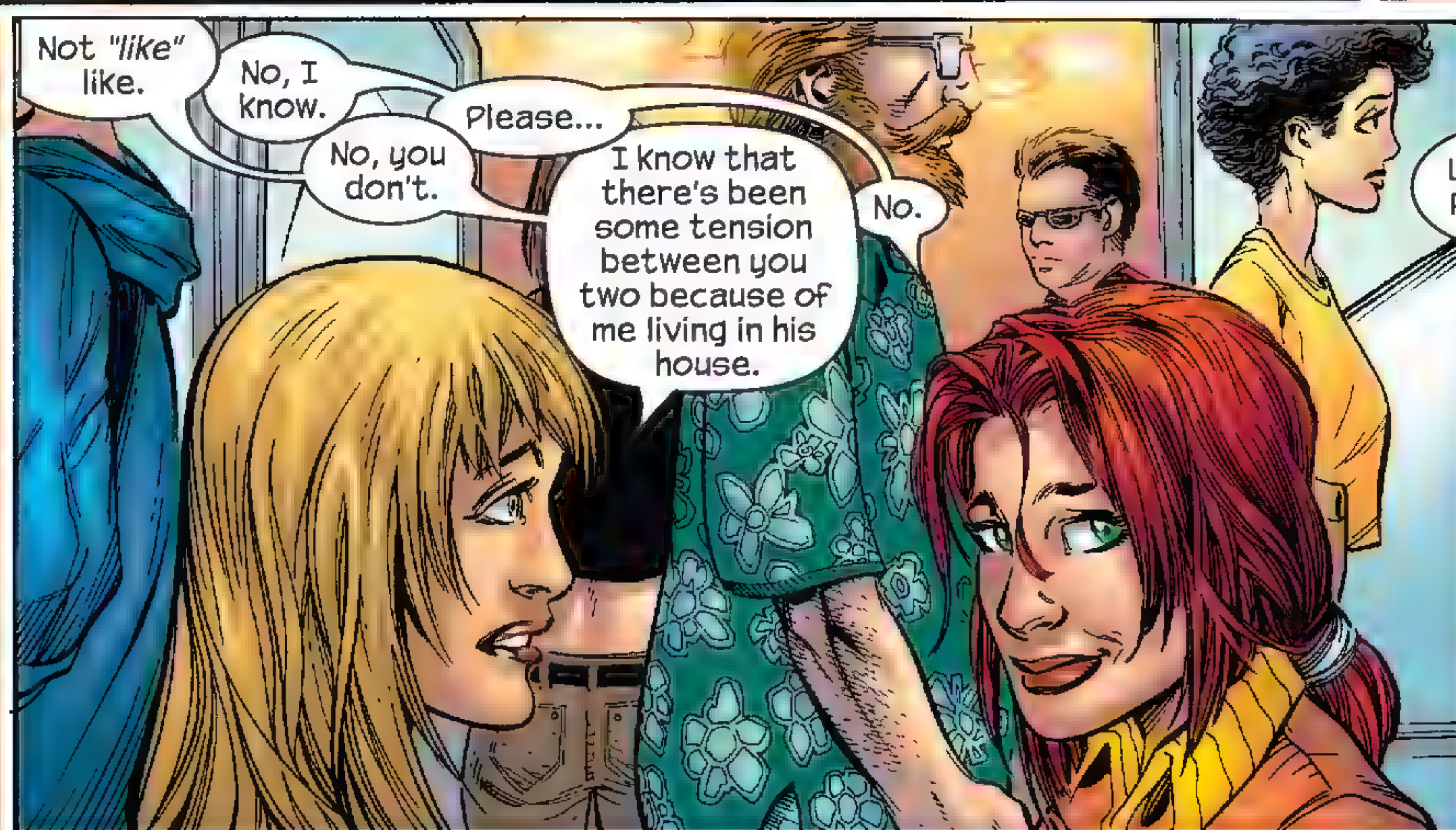
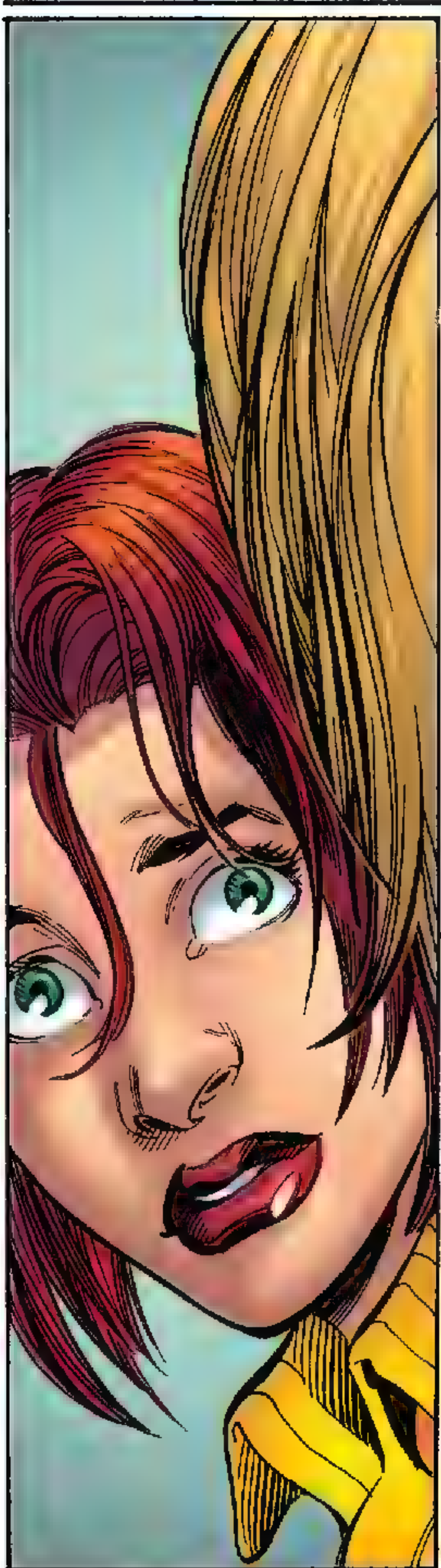
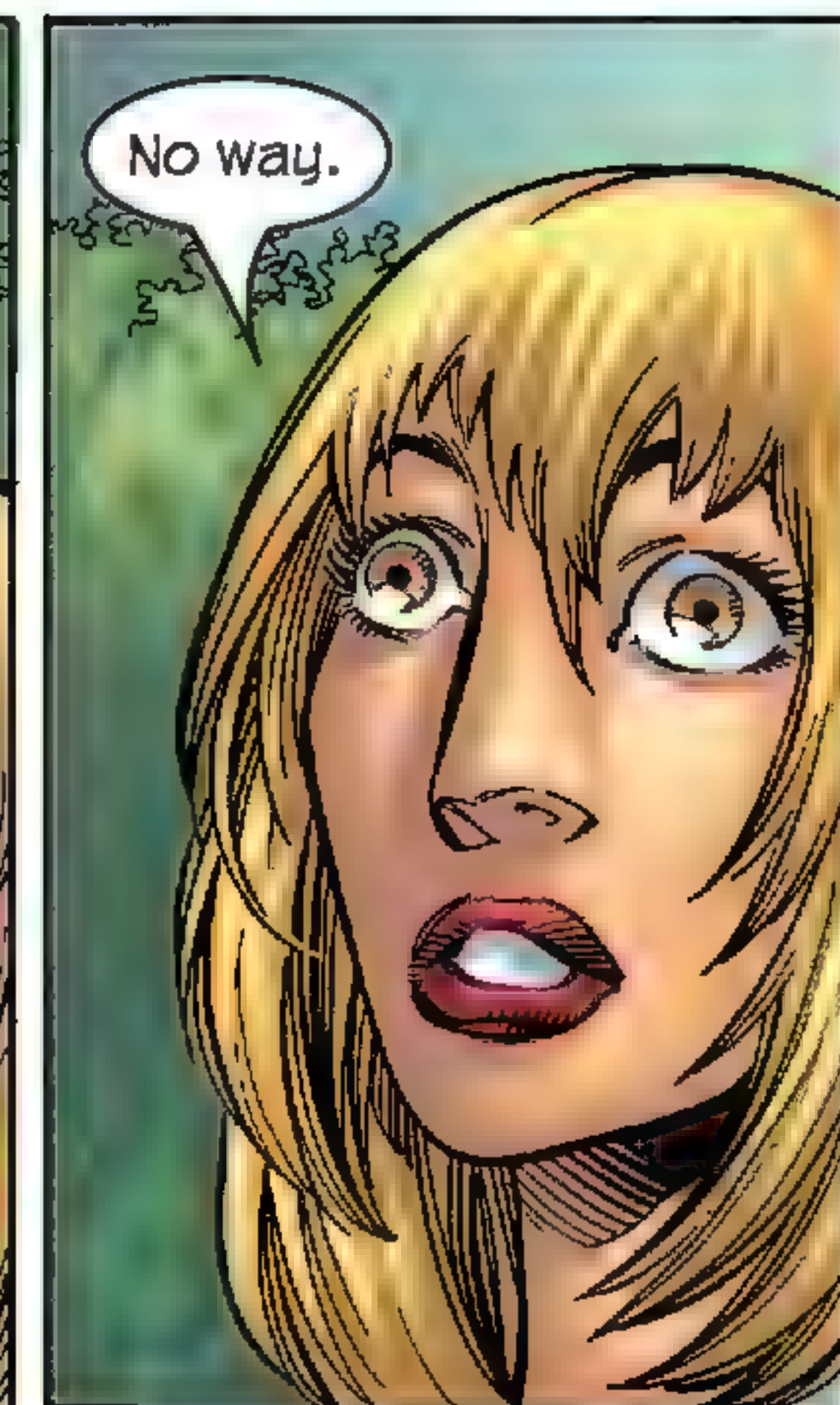
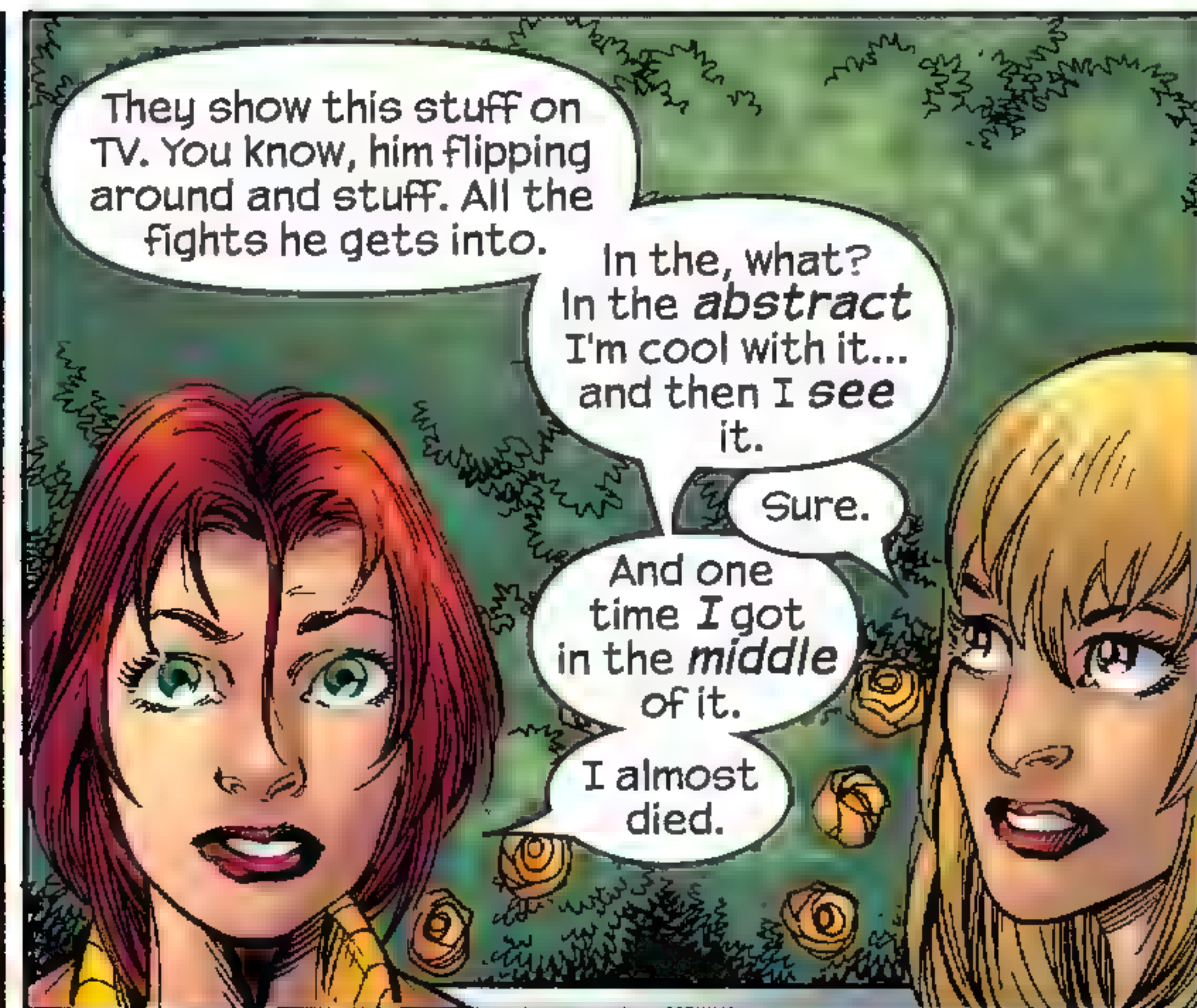
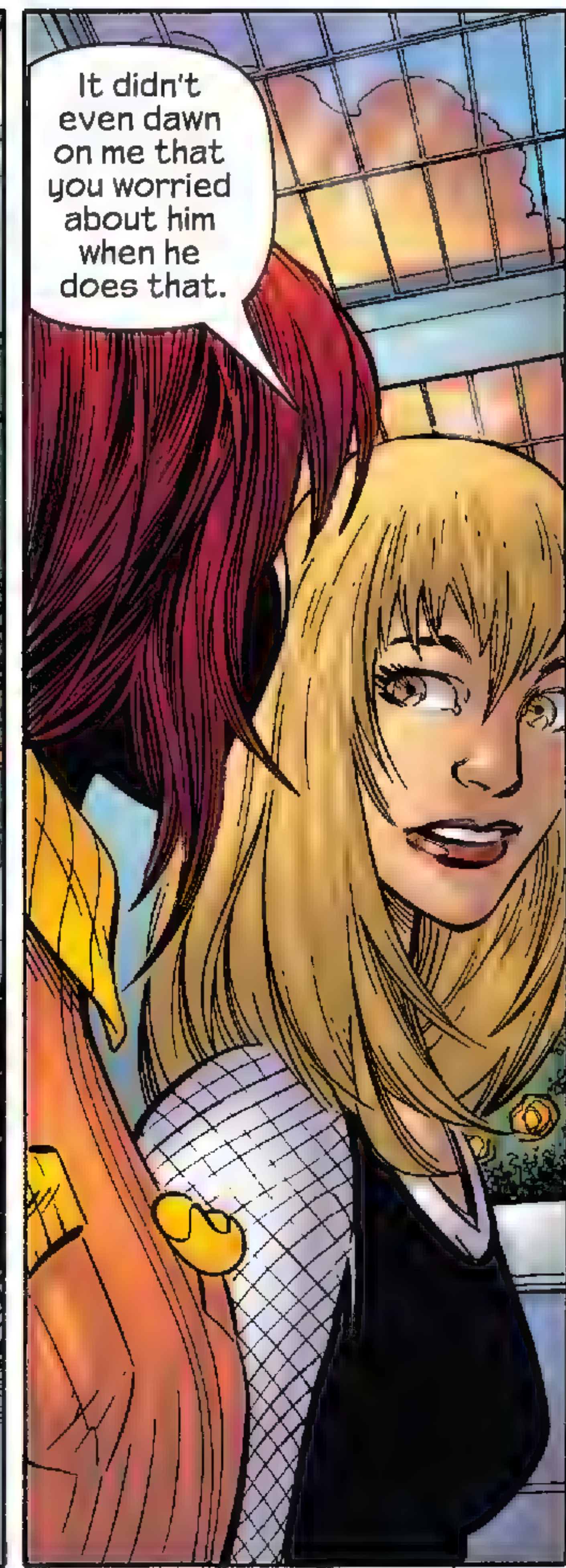
I can't- I can't- *NO!!*

What happened? What happened to him?

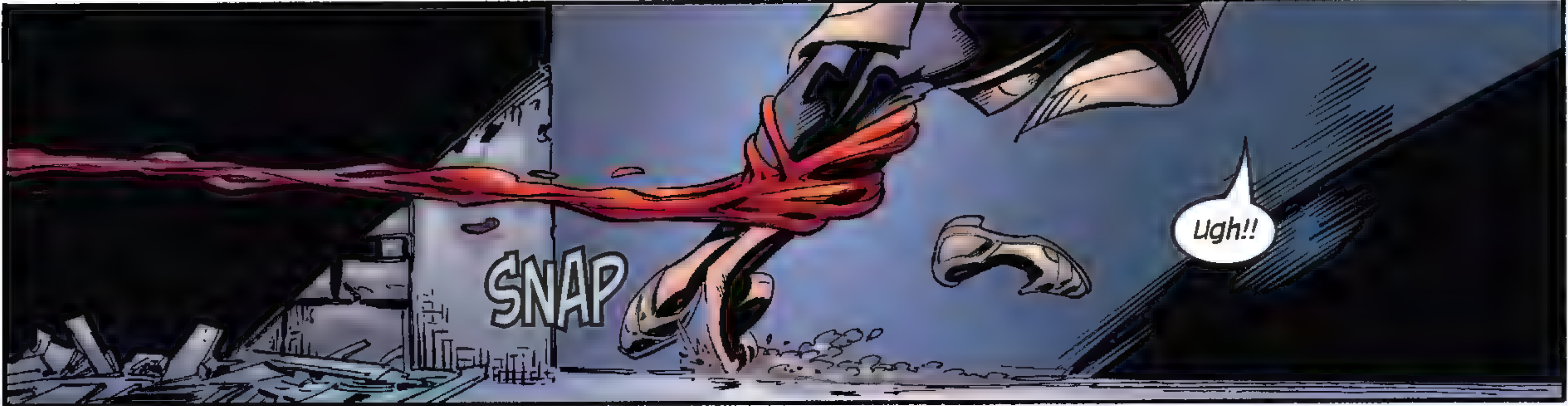
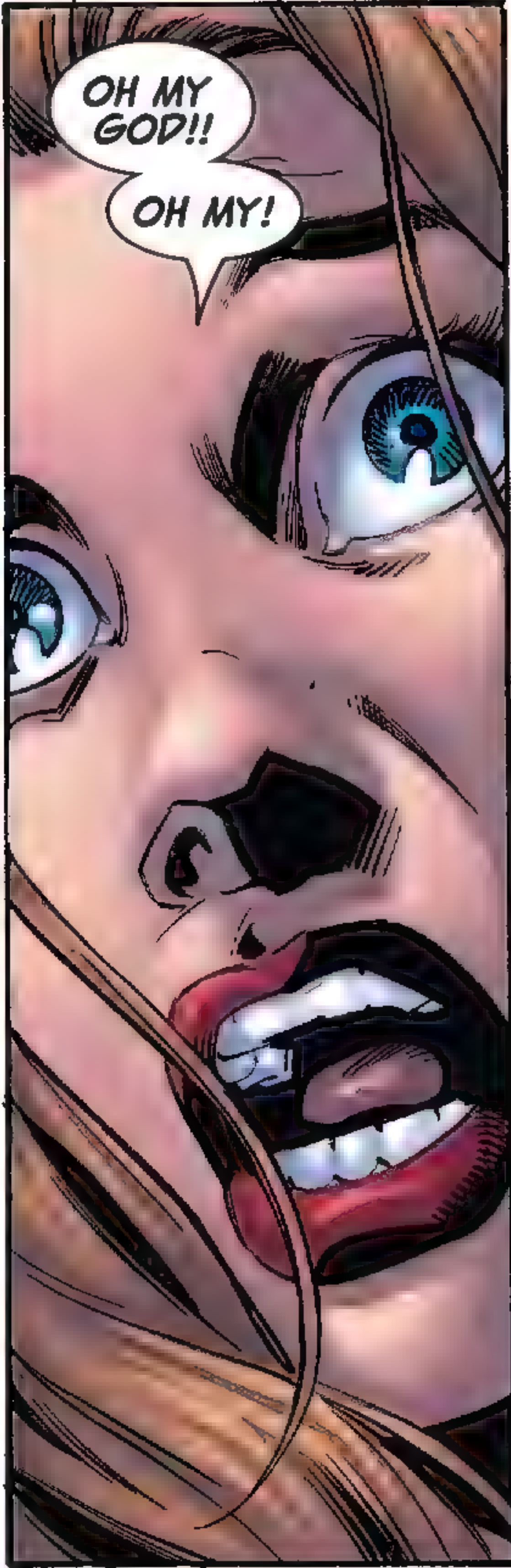
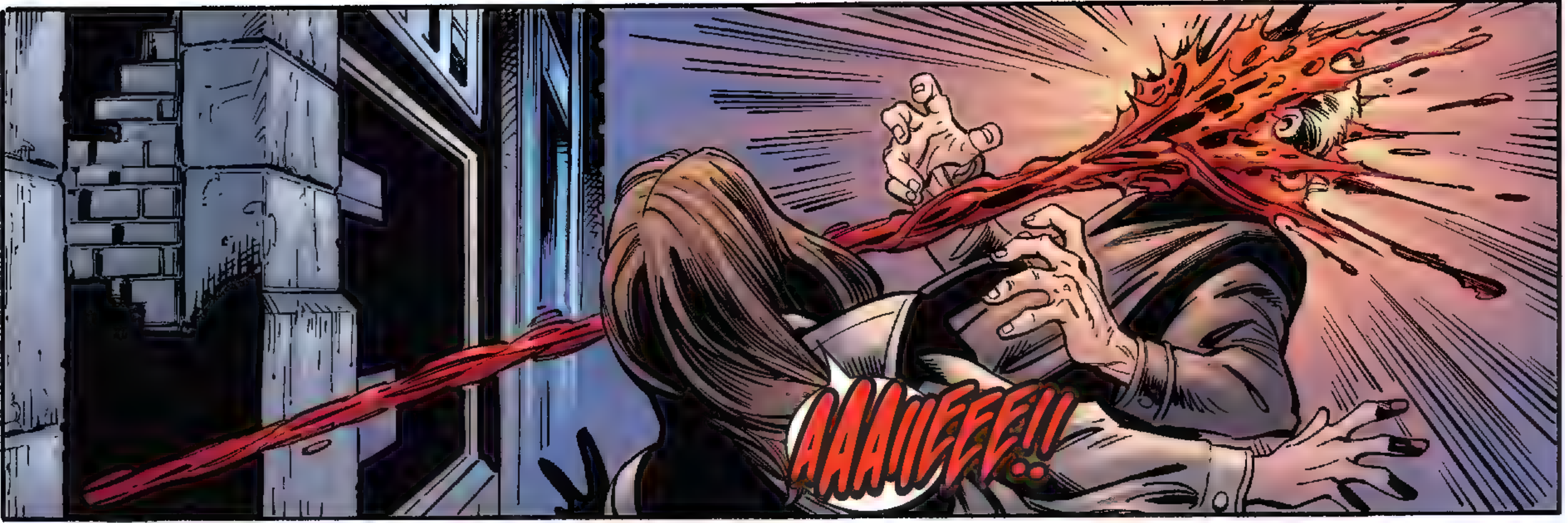








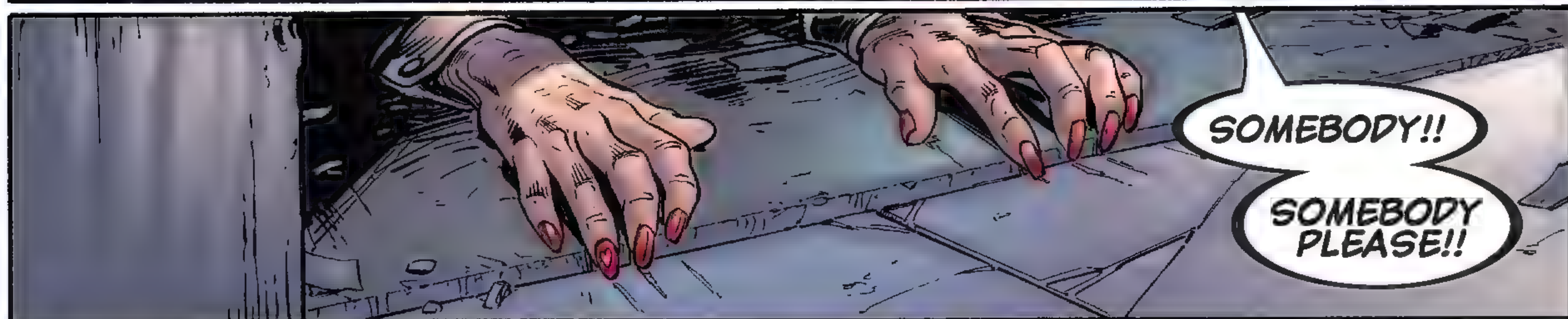






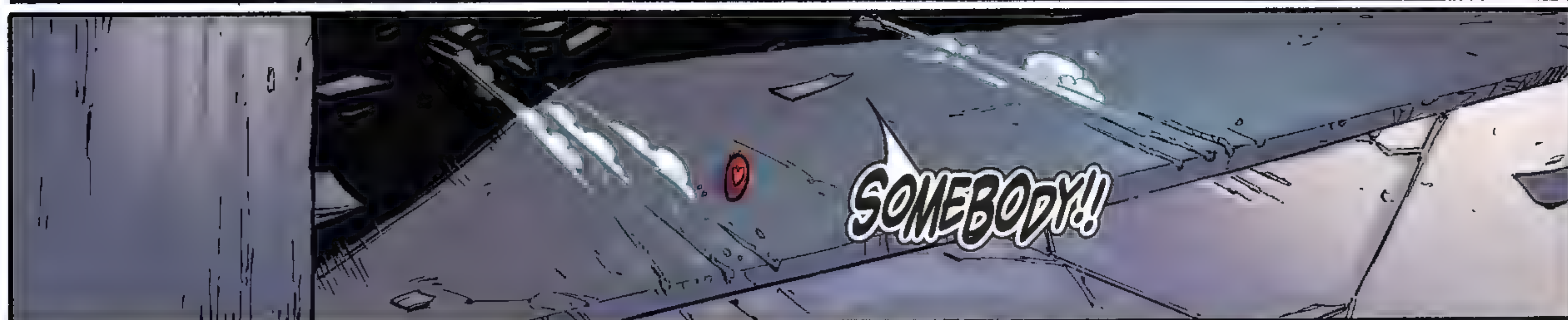
**NOOO!!
NOOO!!!**

**NOOO!! NO!!!
PLEASE!!**



SOMEBODY!!

**SOMEBODY
PLEASE!!**



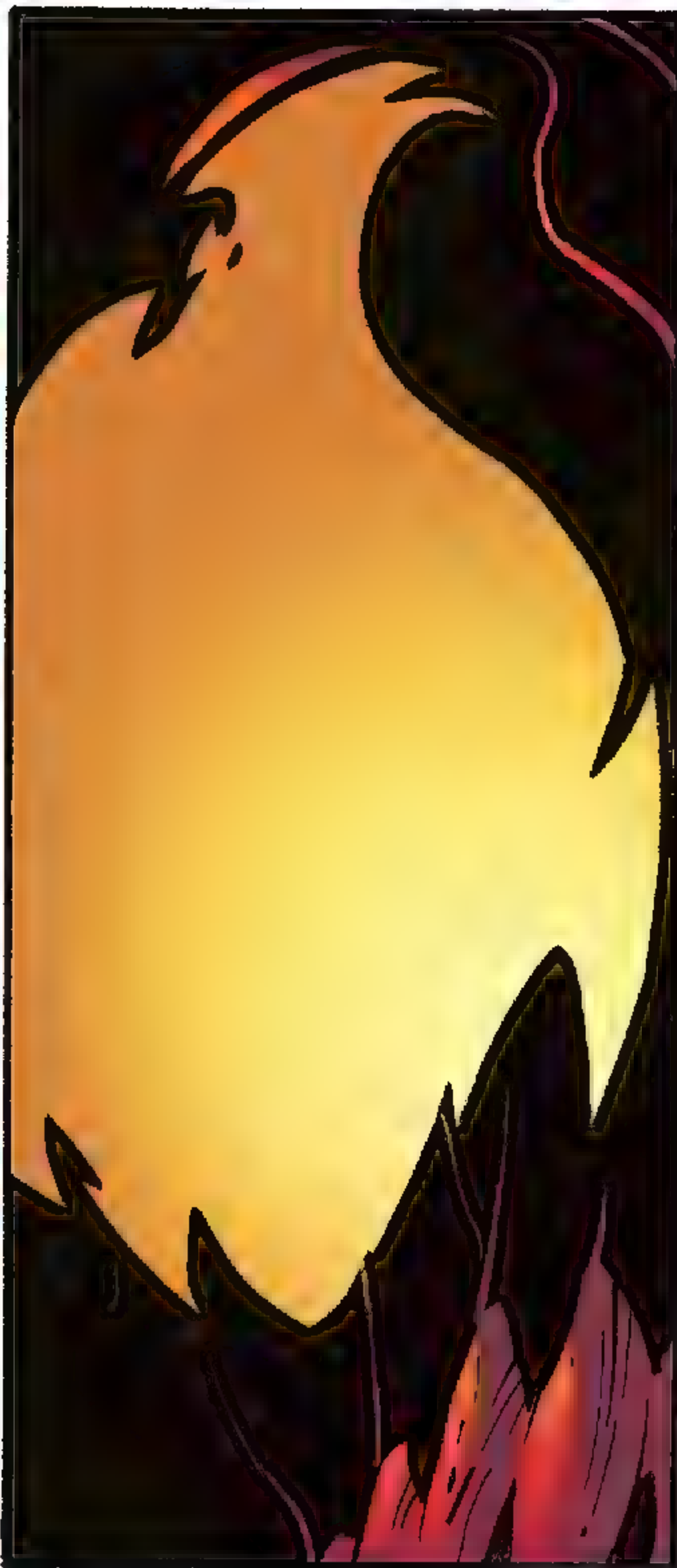
SOMEBODY!!



**PLEASE
HELP ME!!**

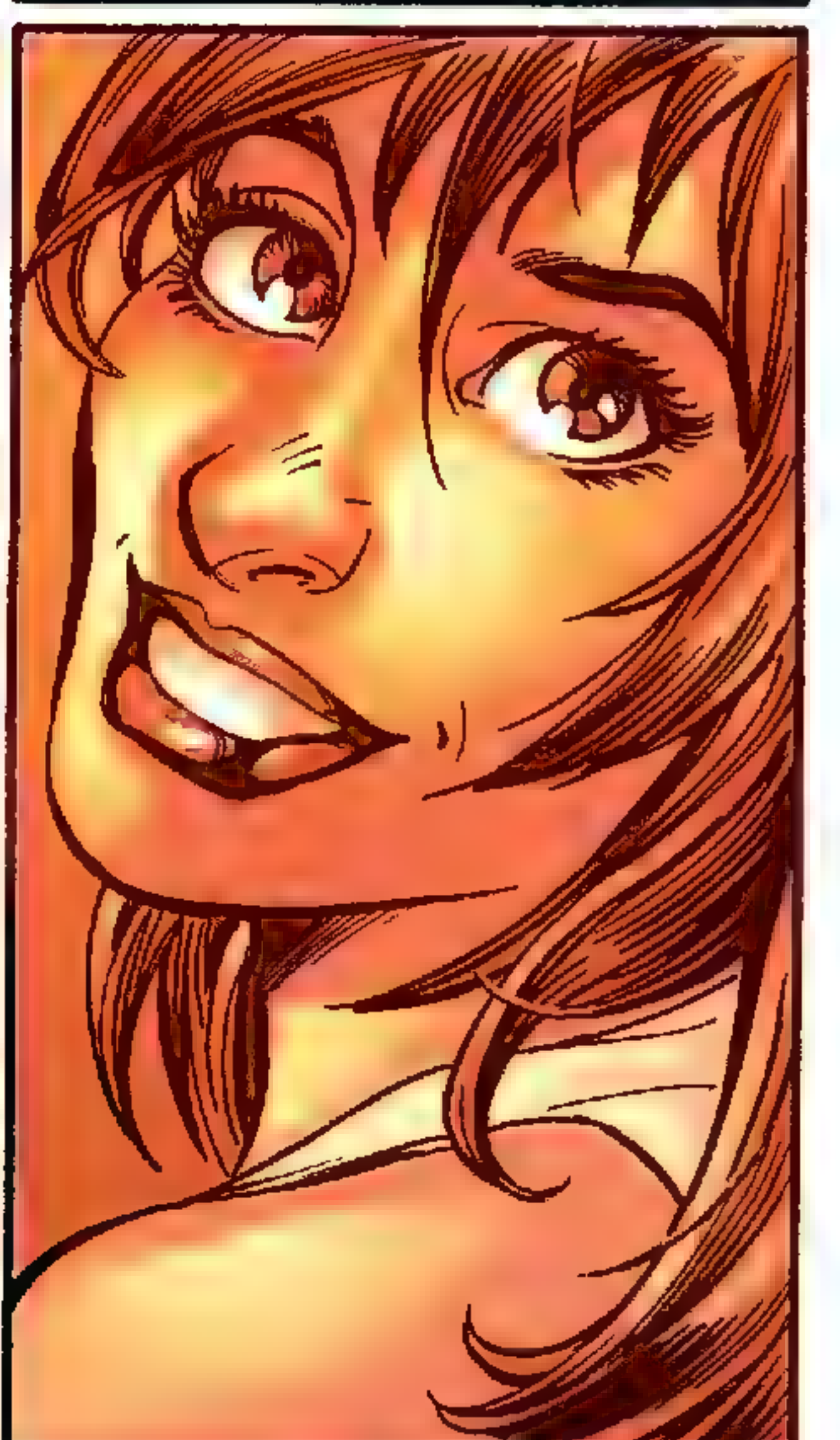
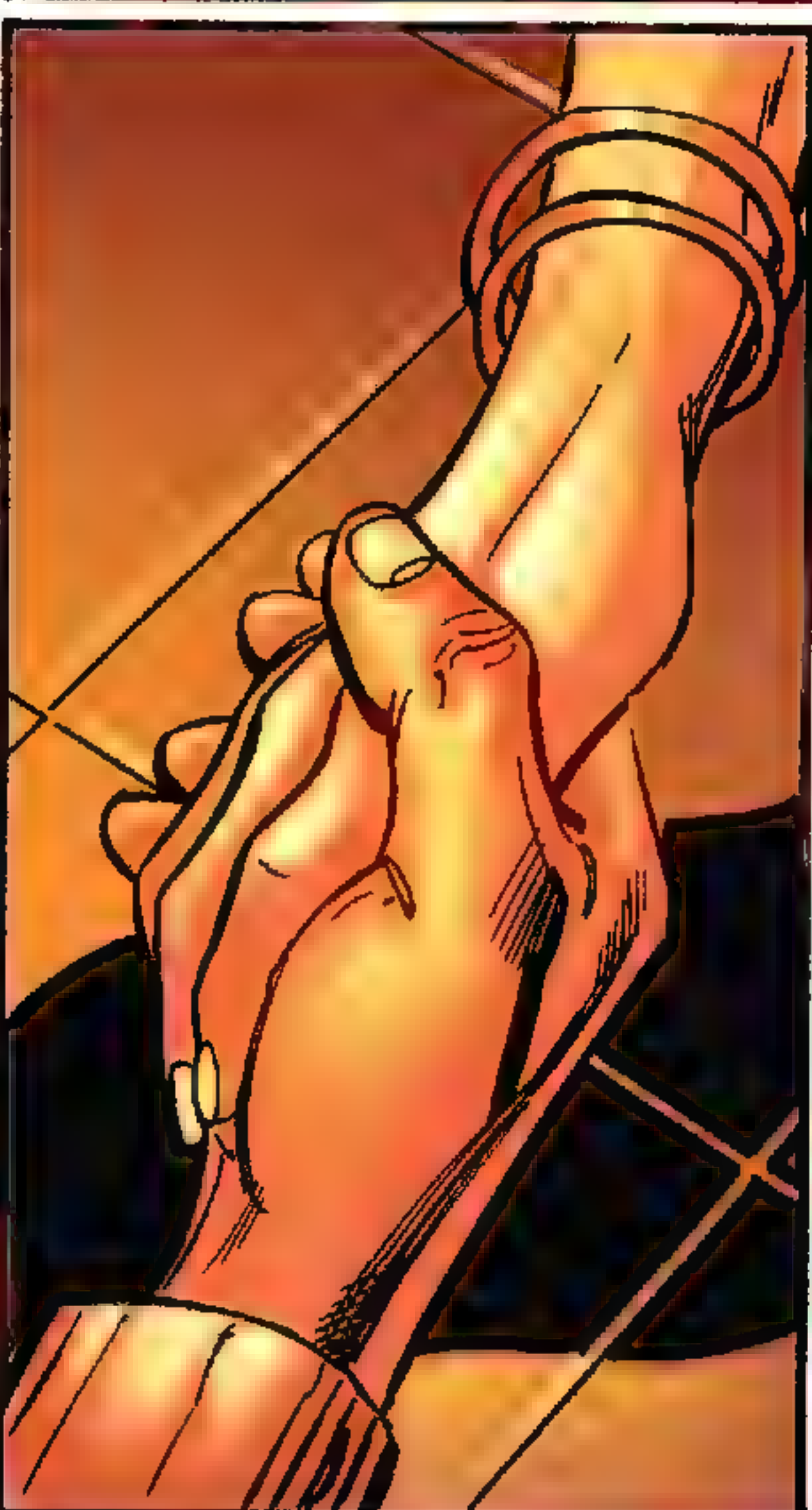
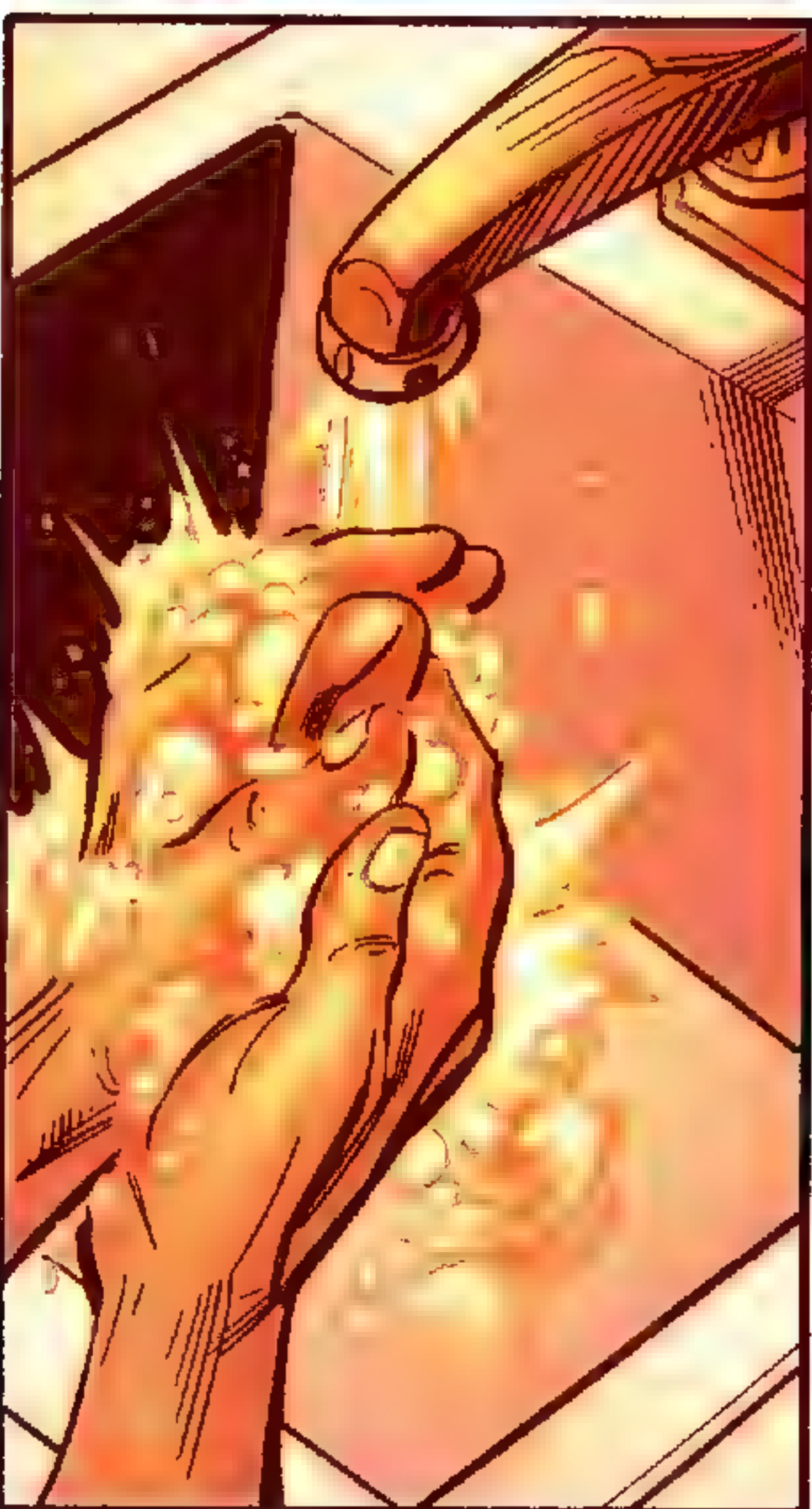
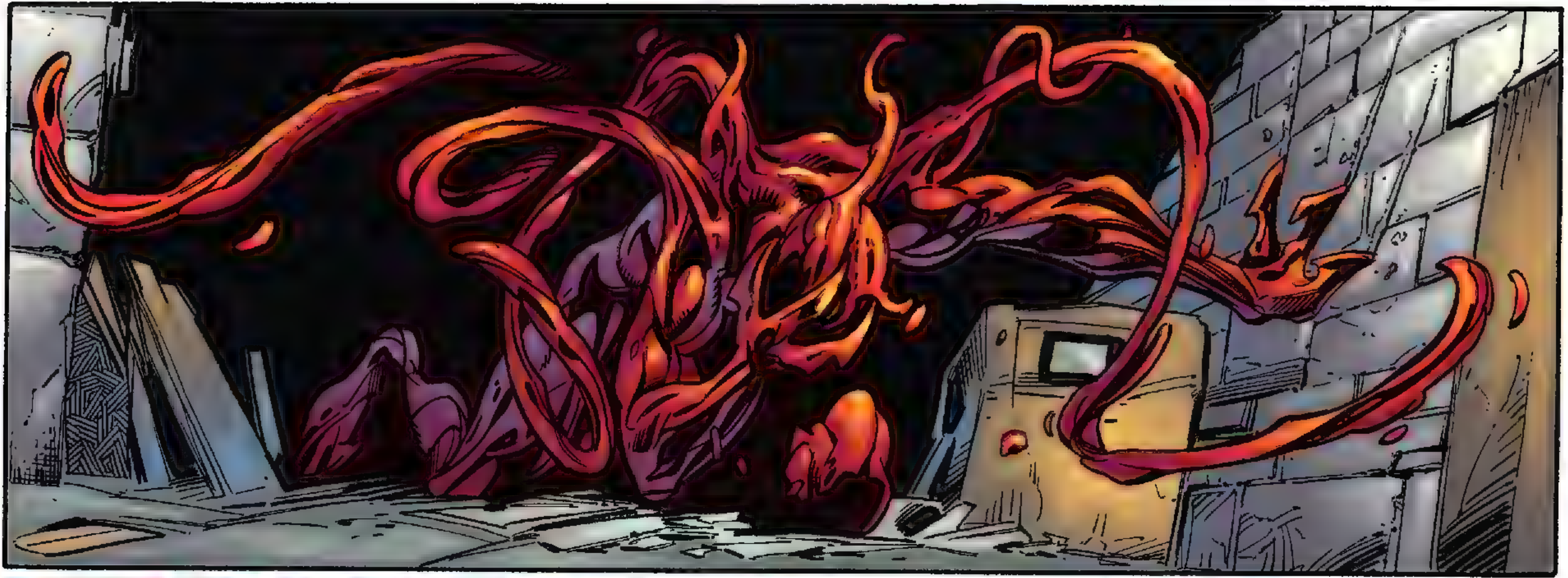


CHUNK

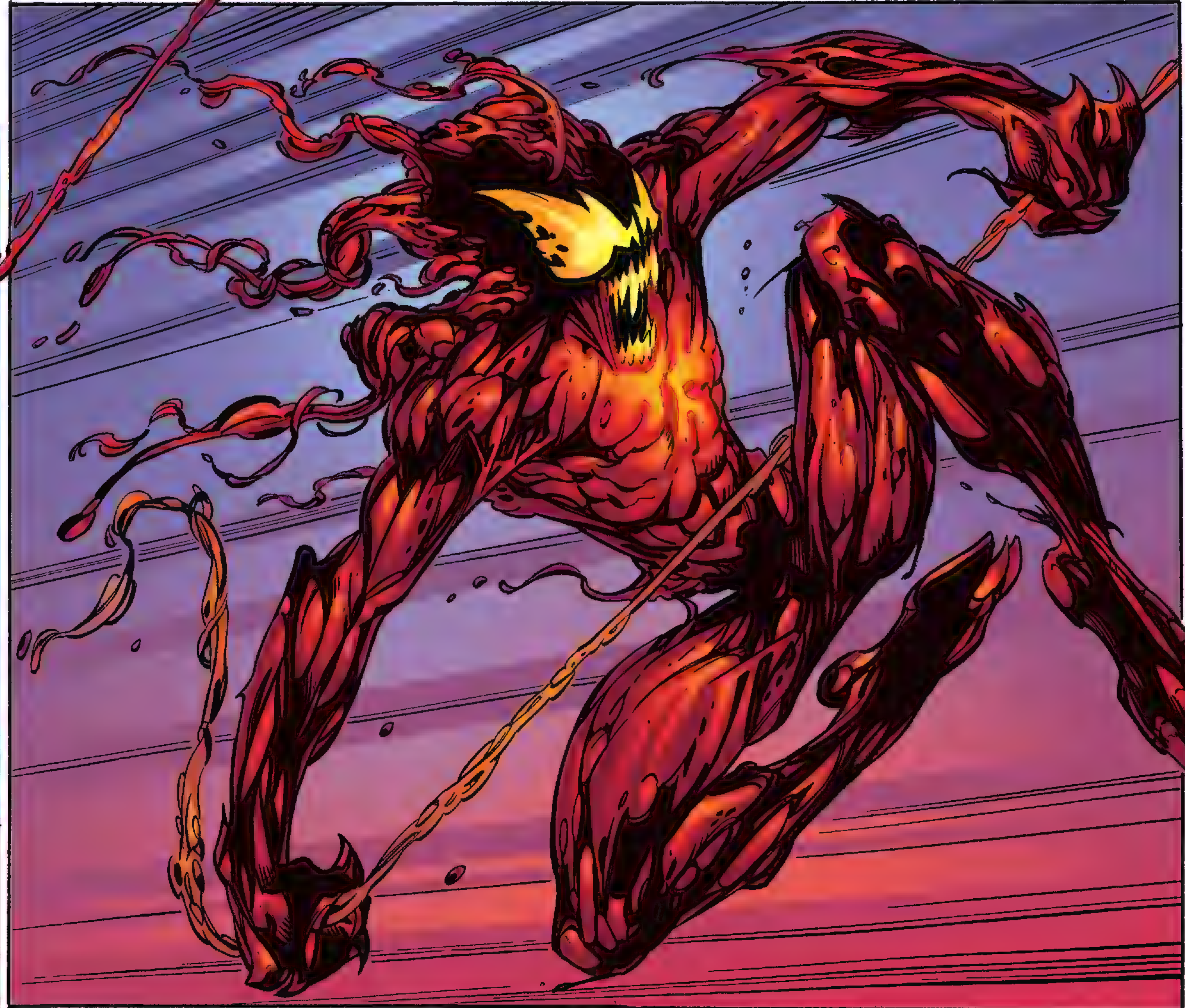
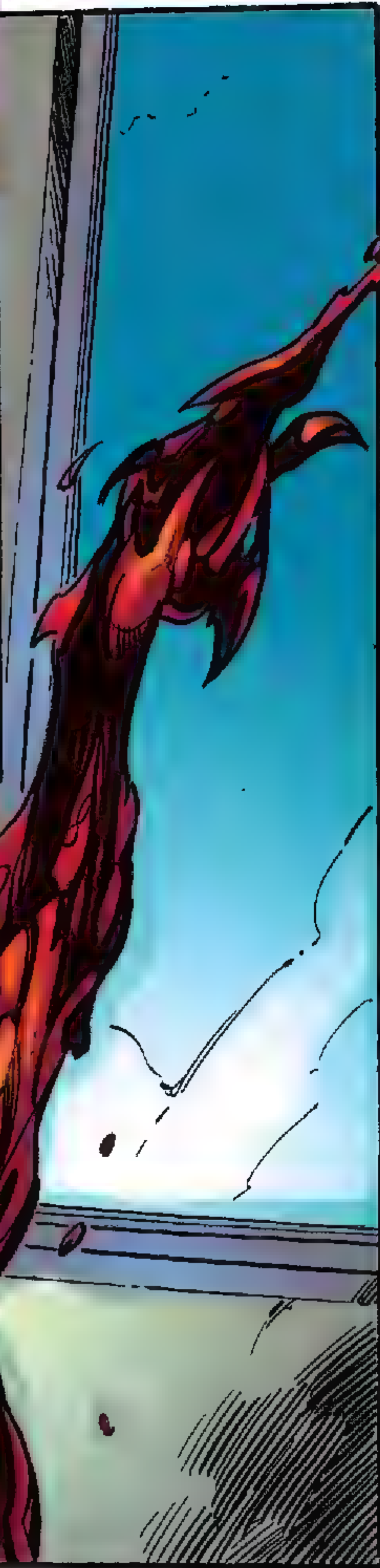
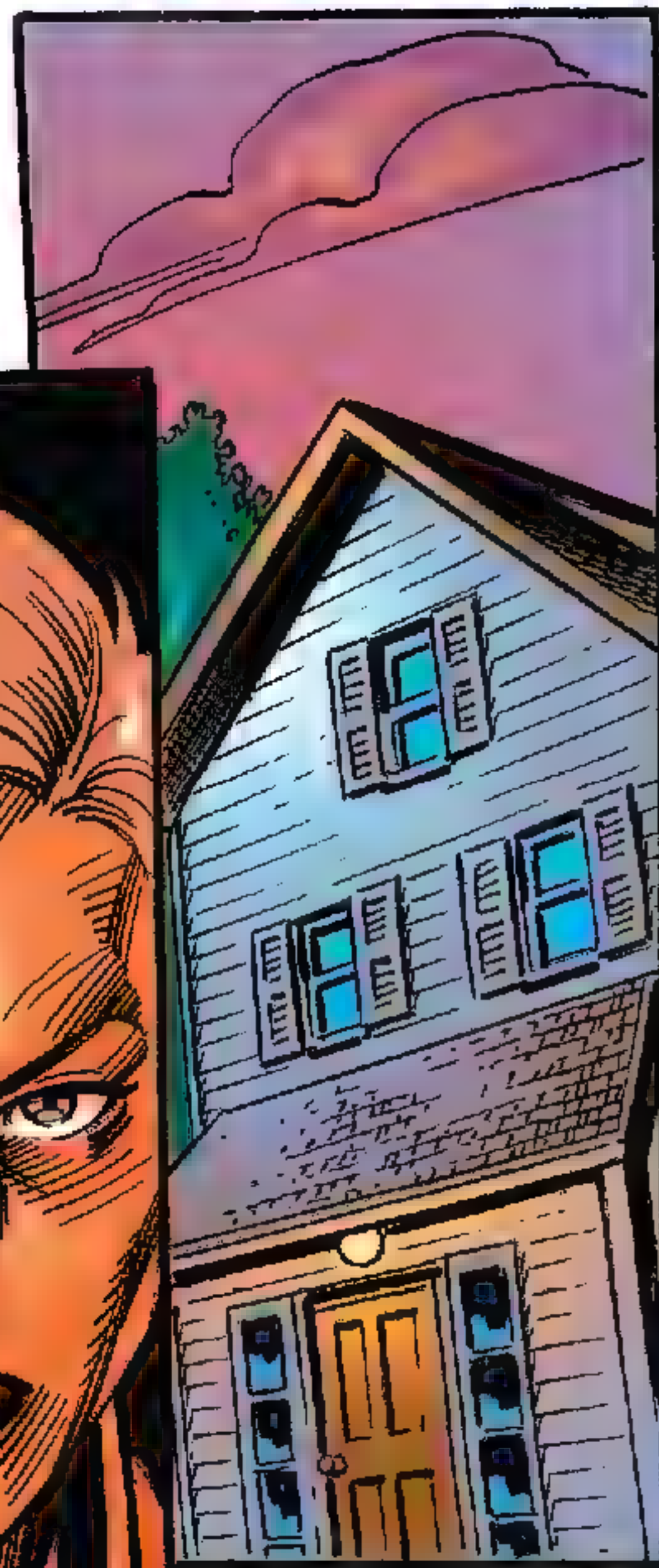
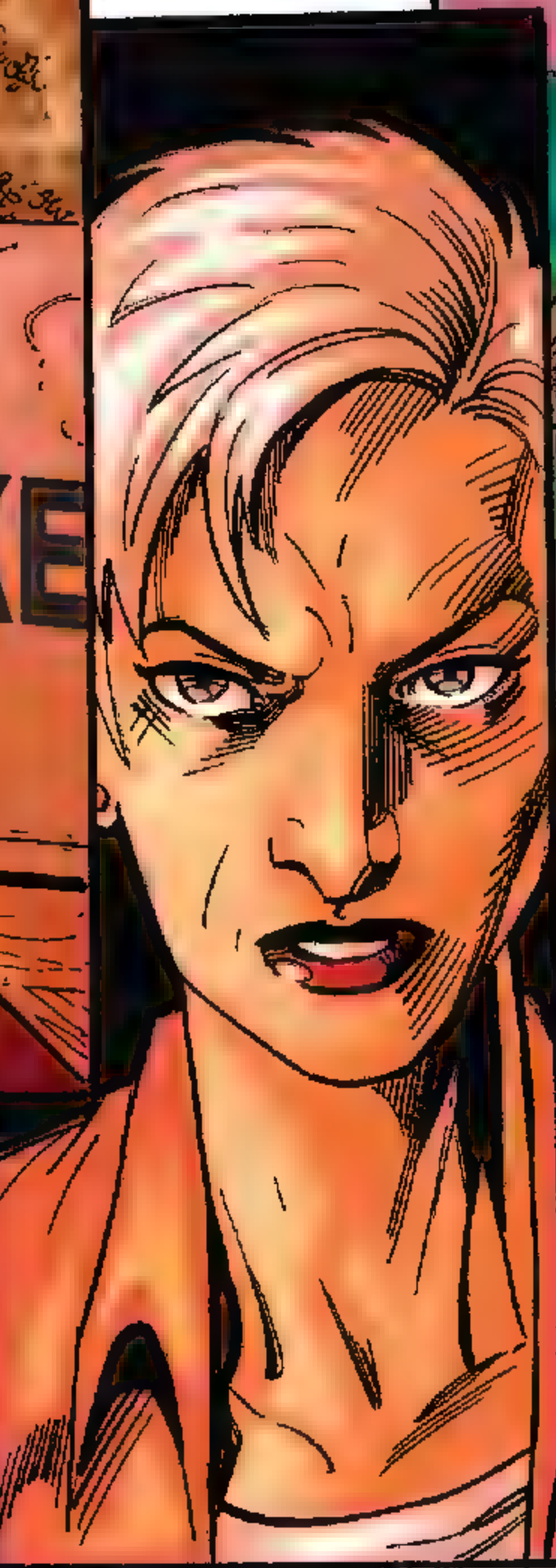
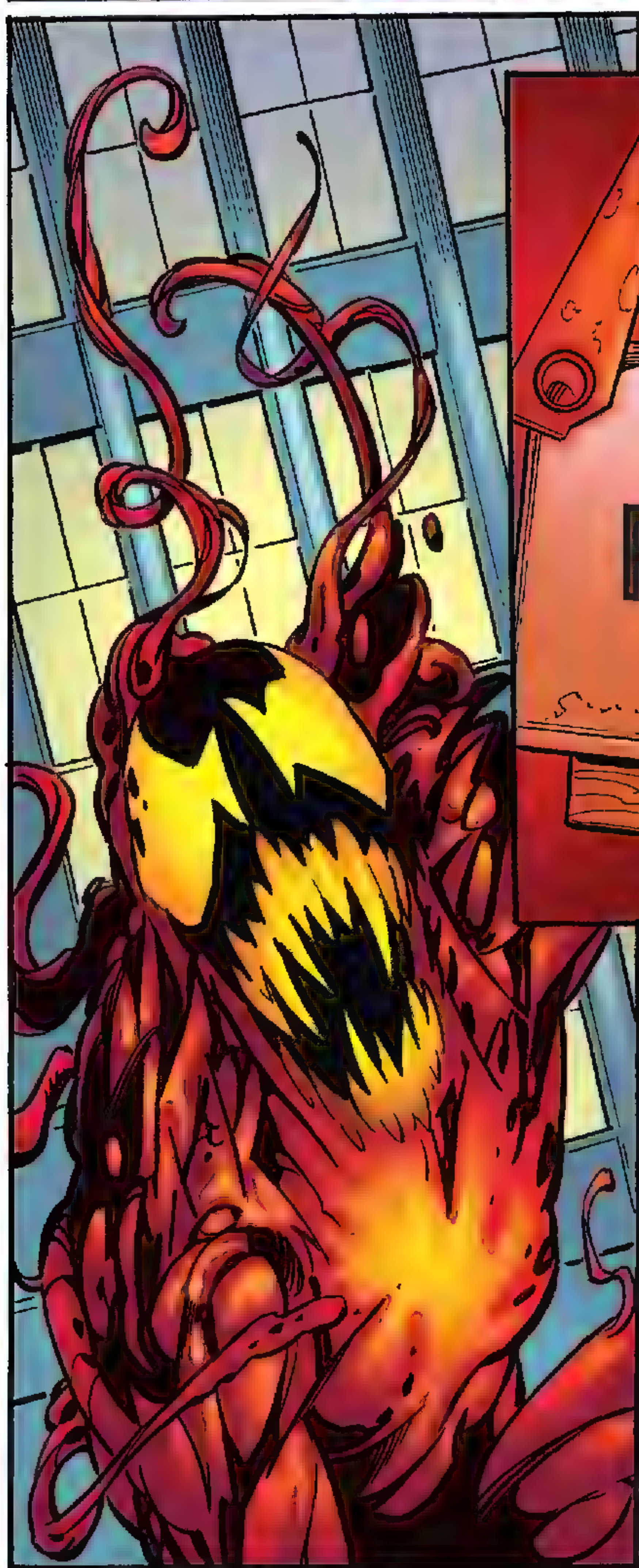
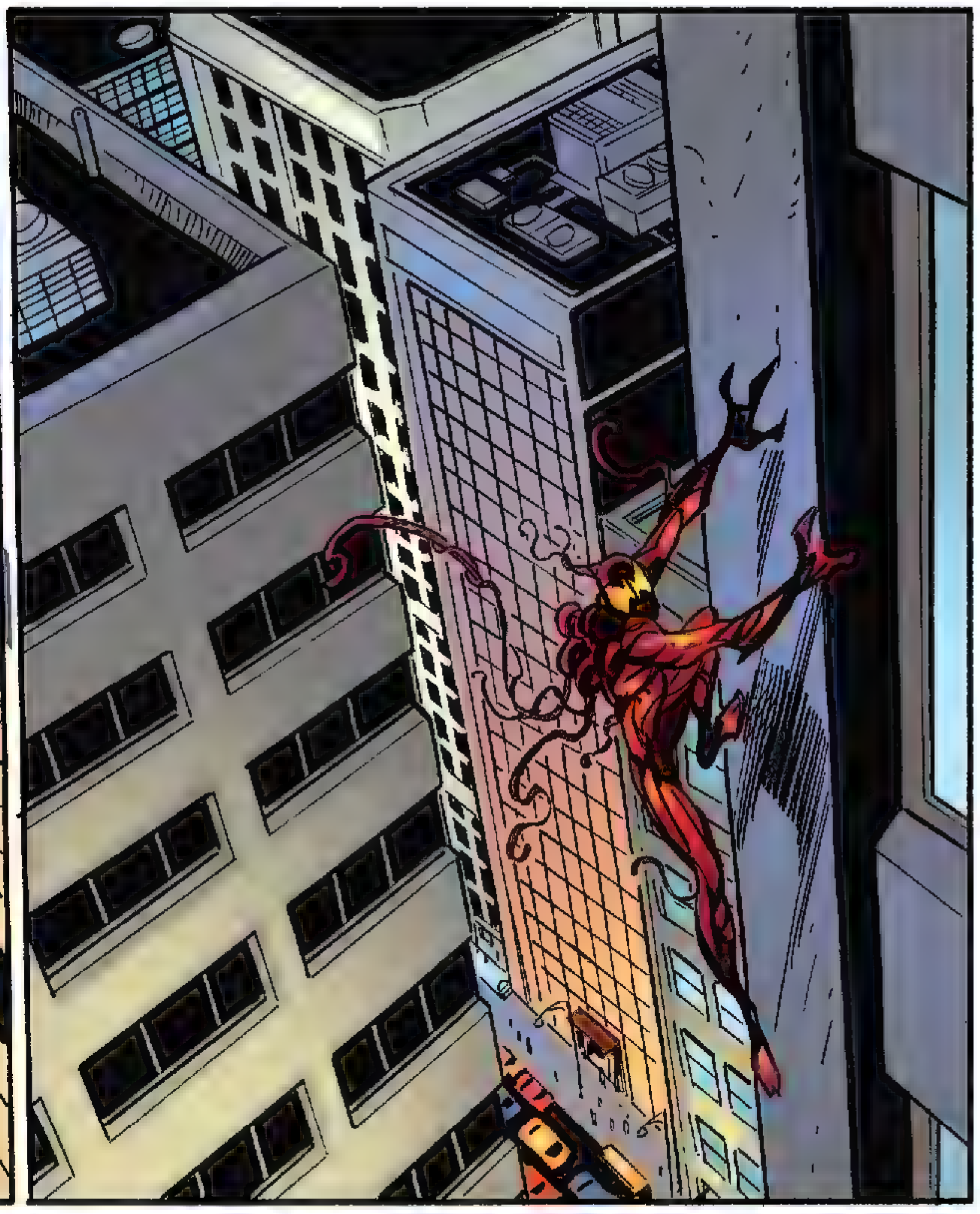
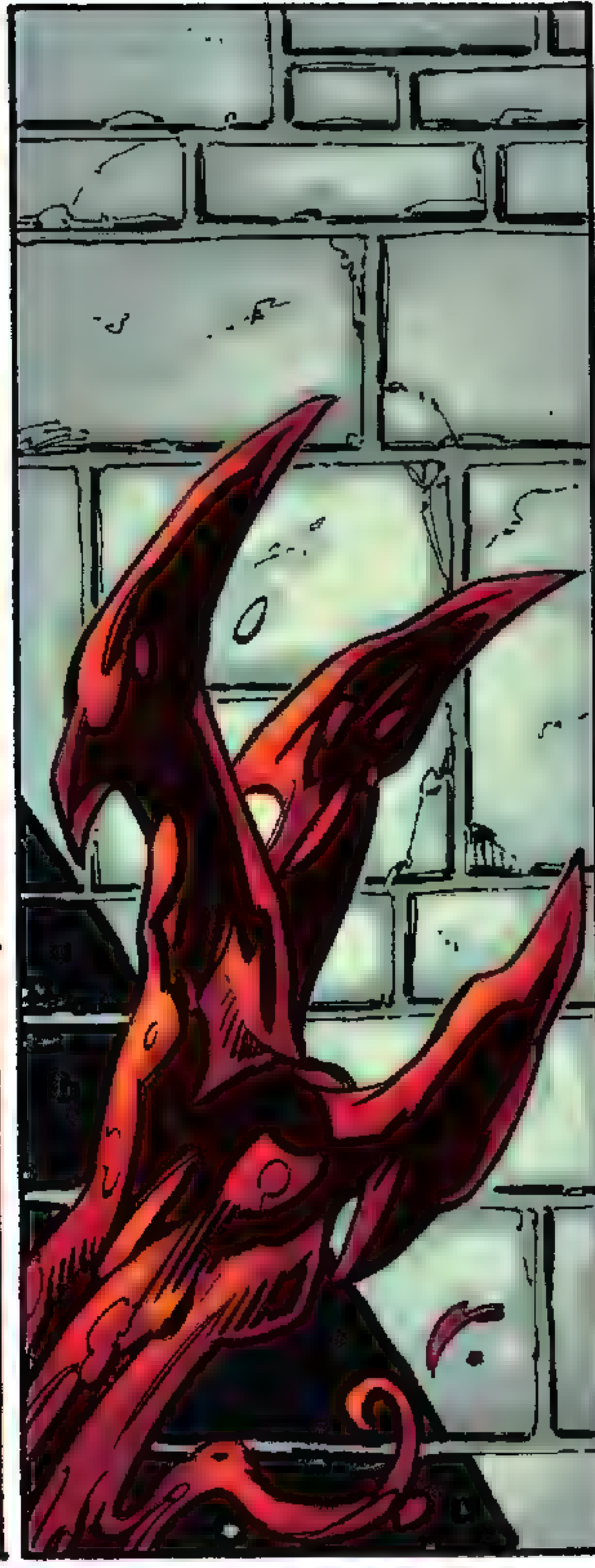
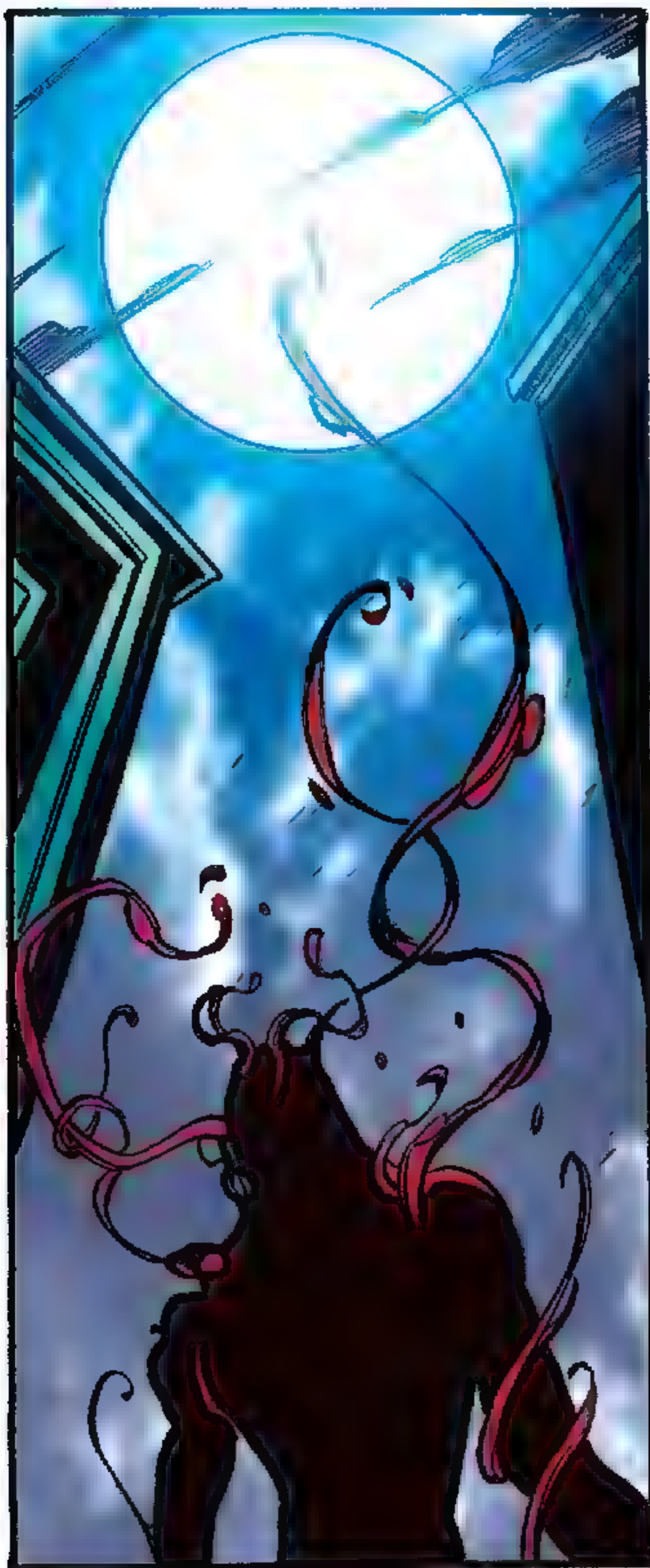


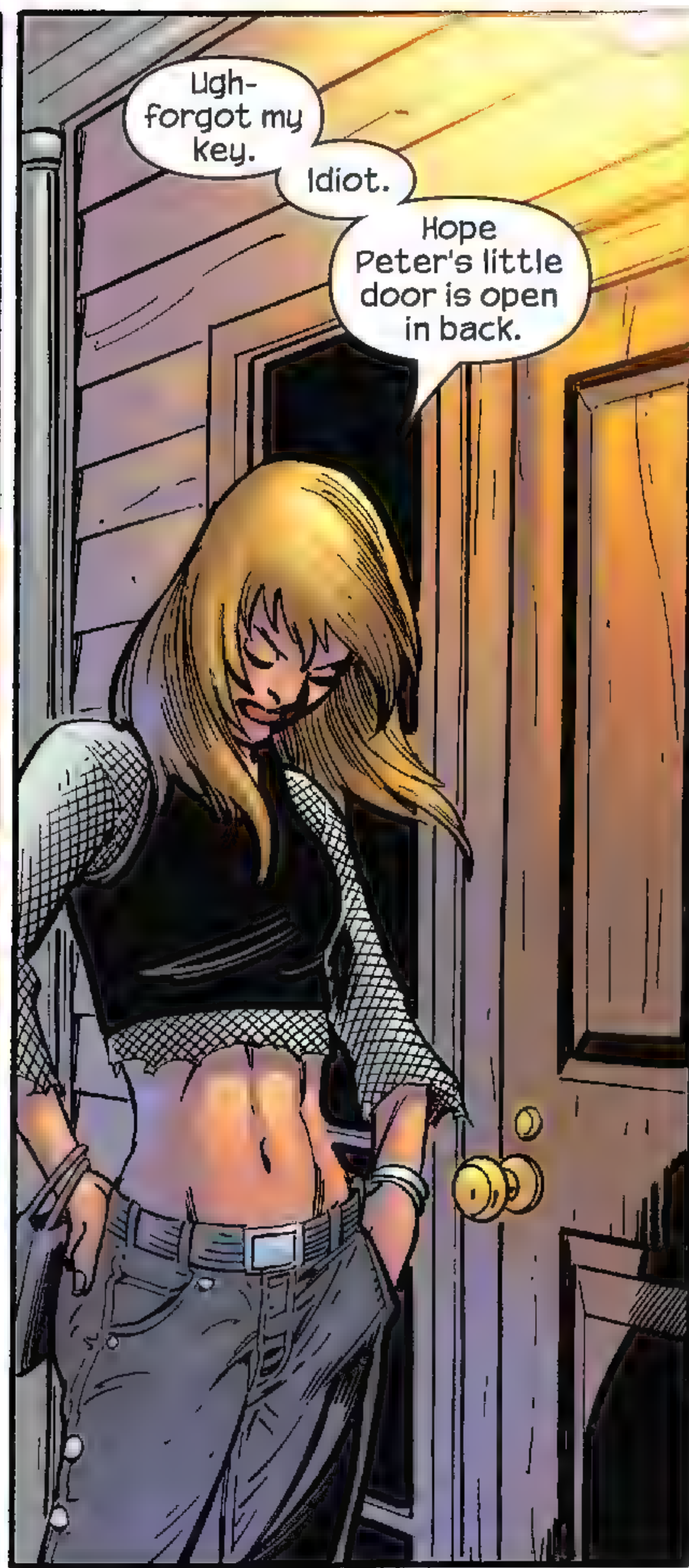


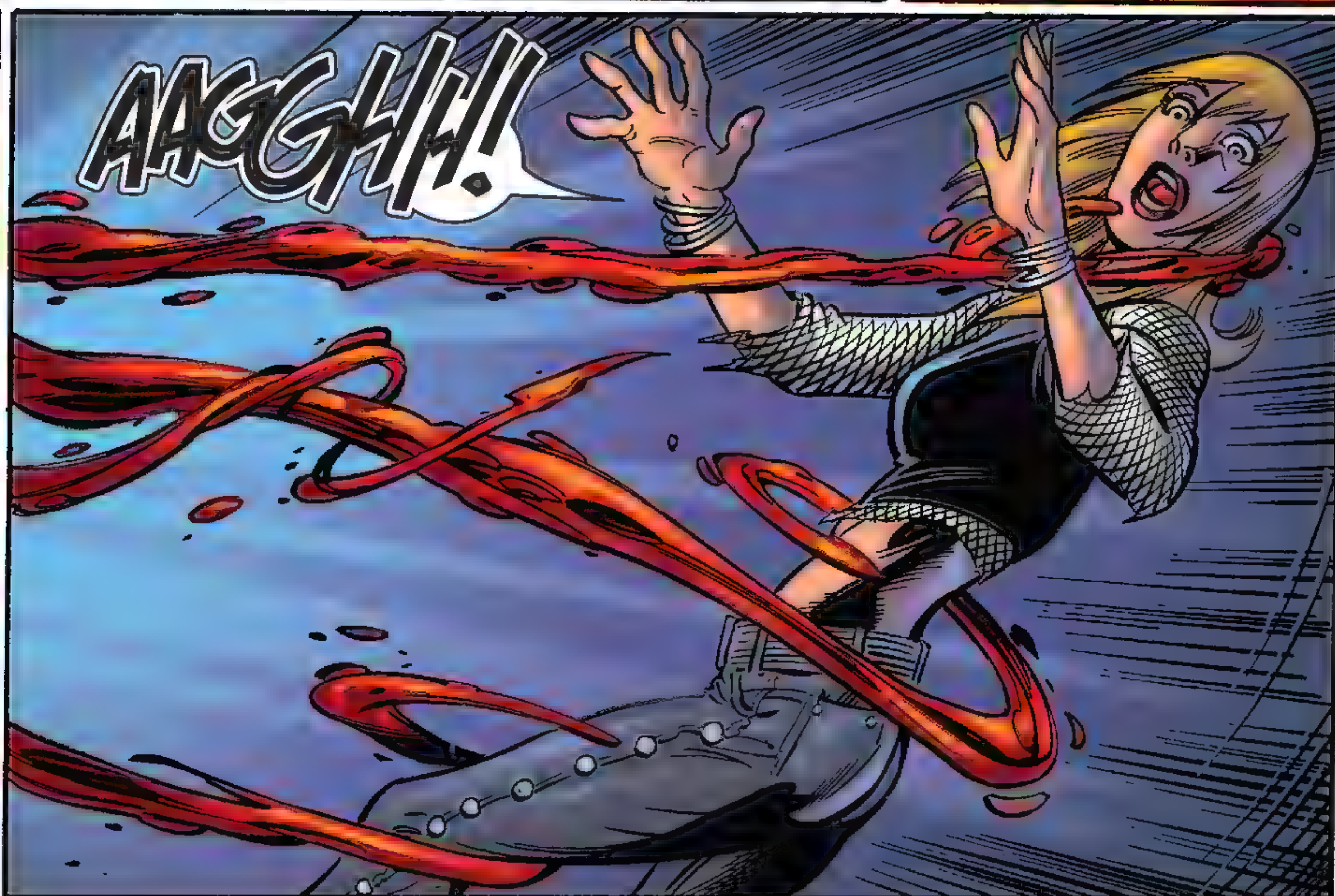
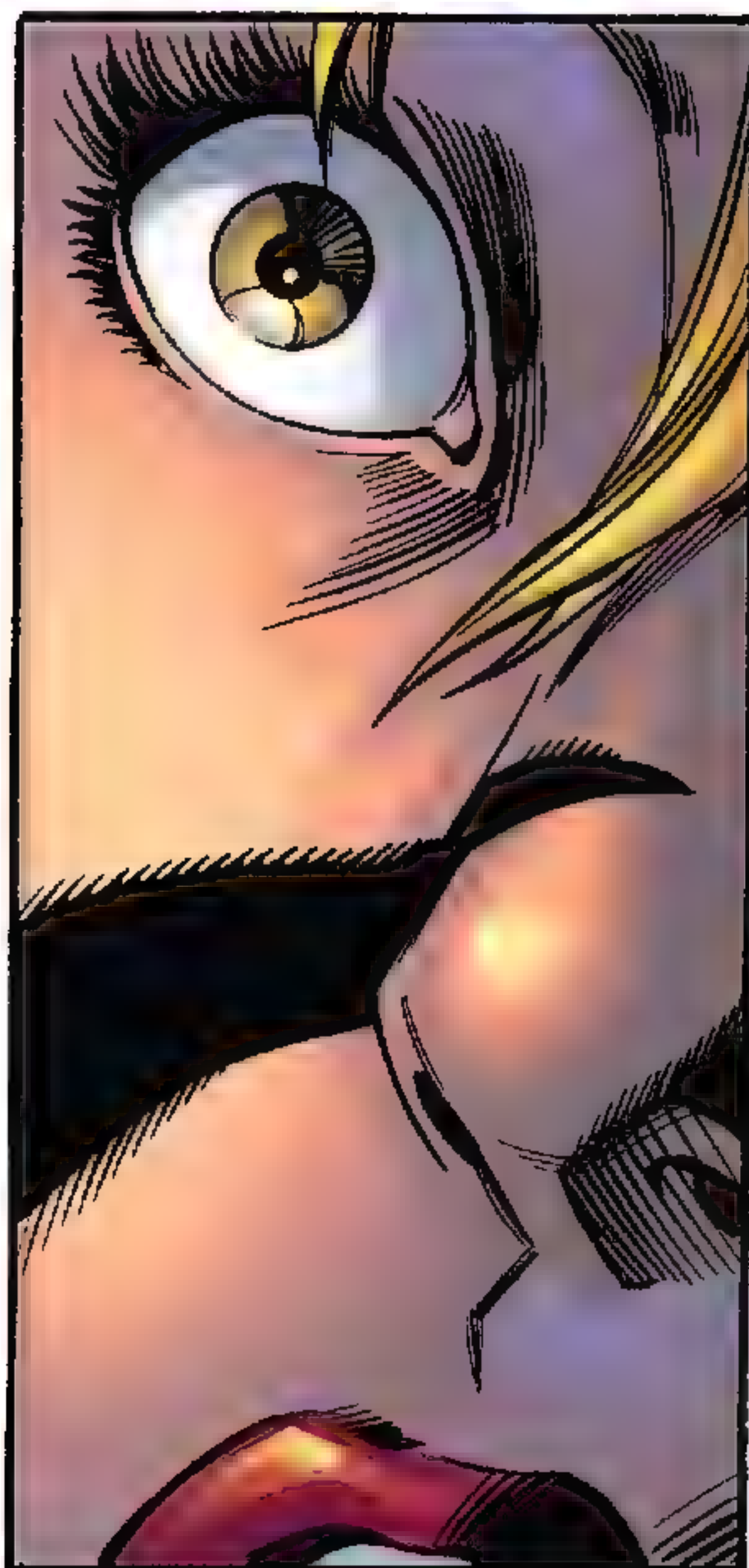
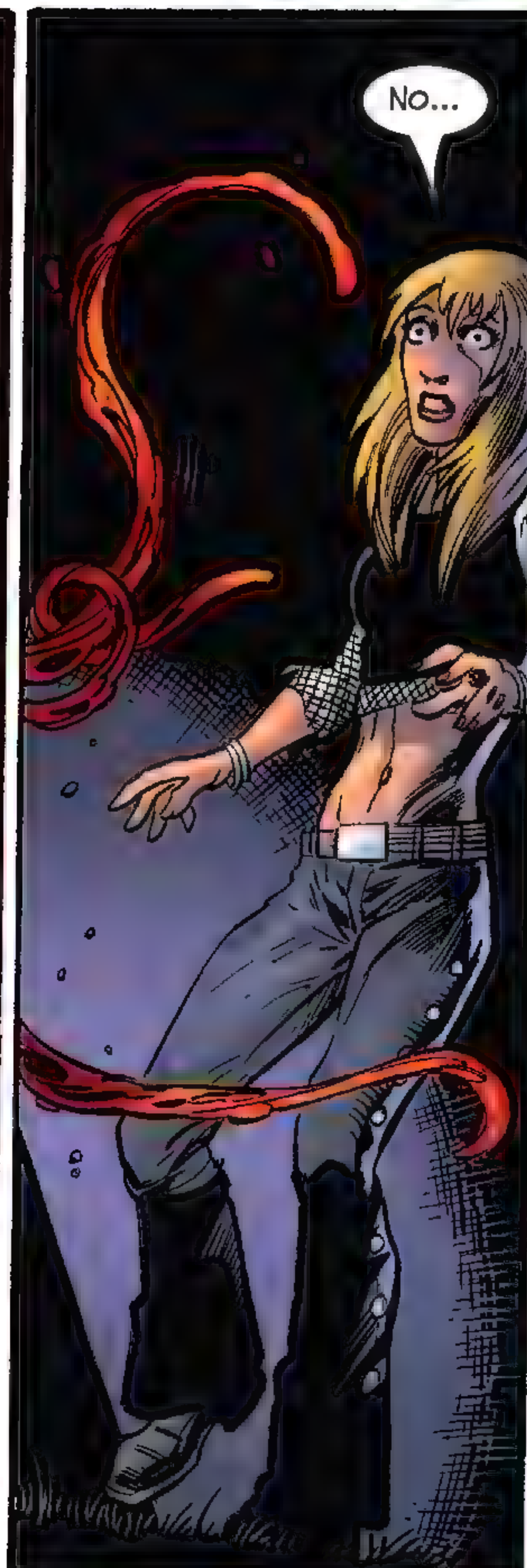
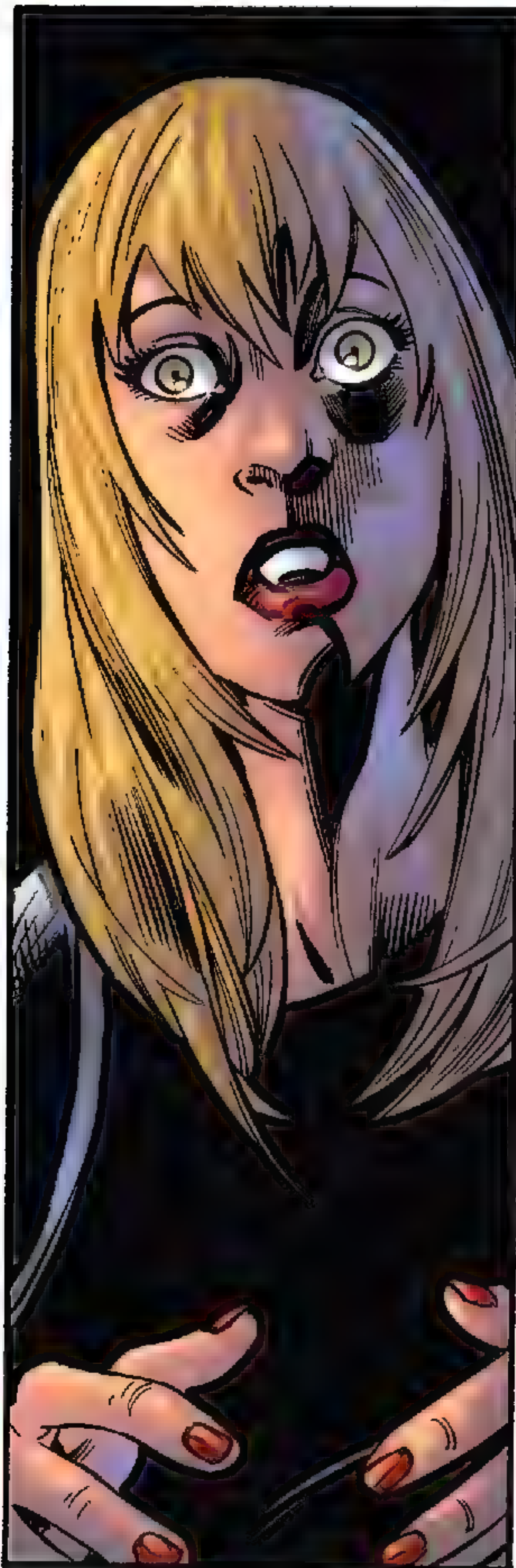


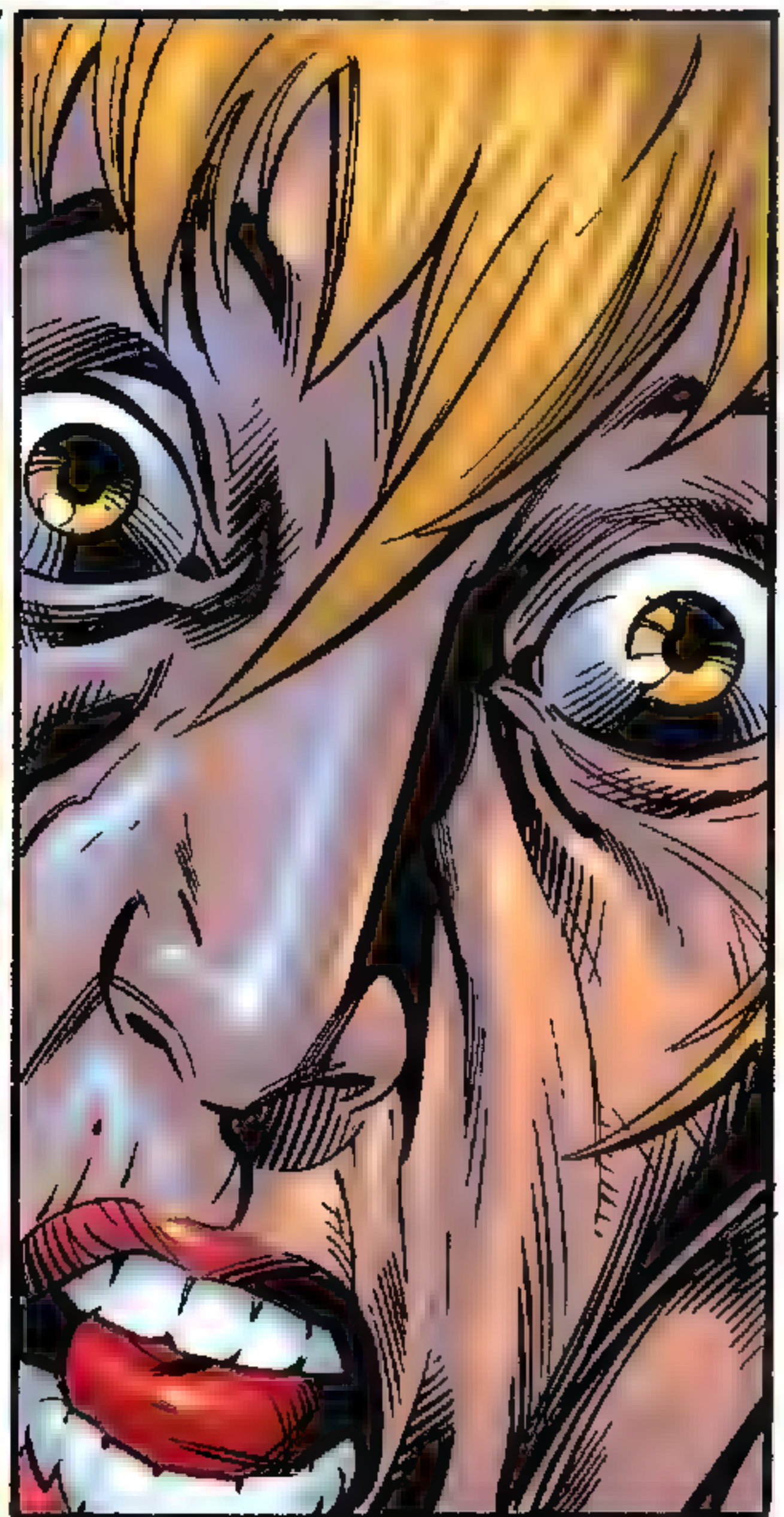
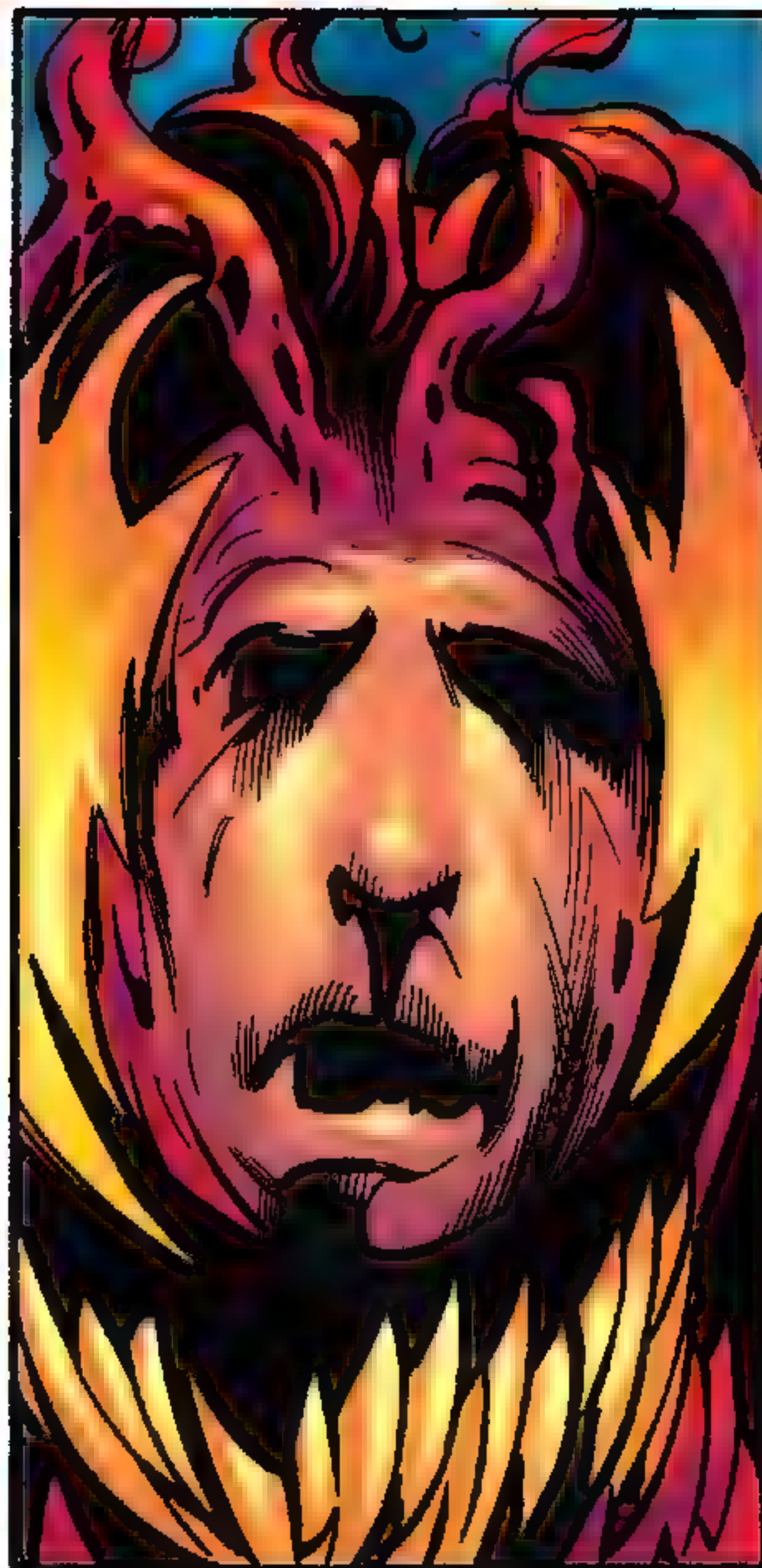
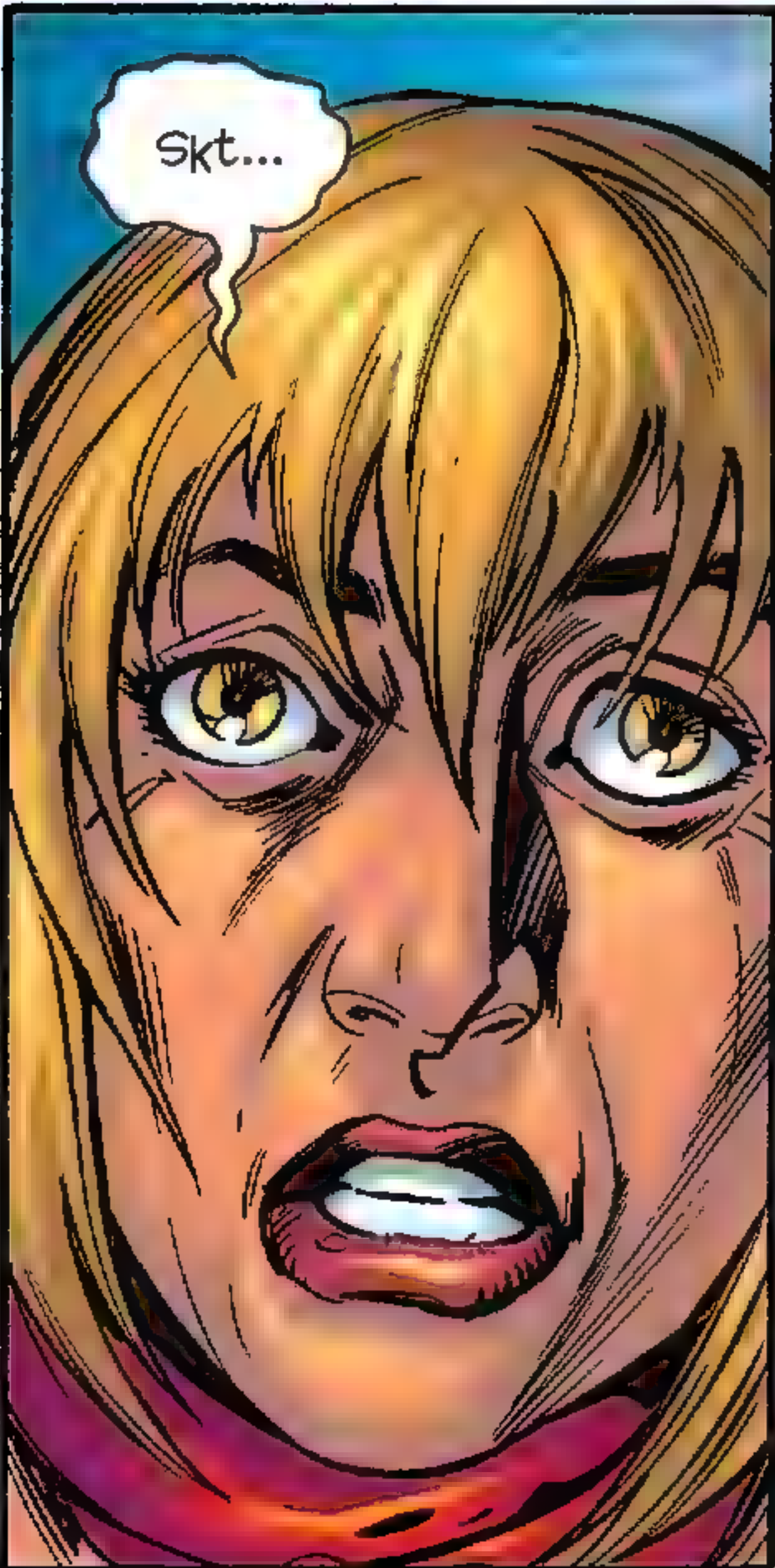


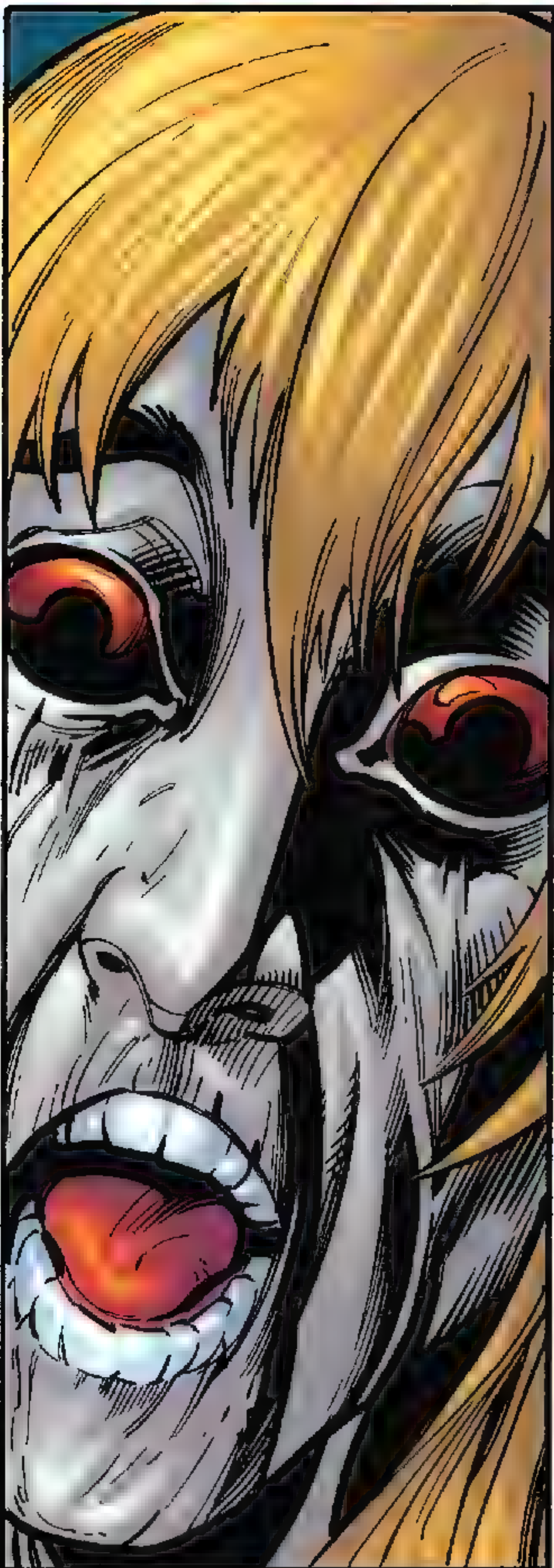








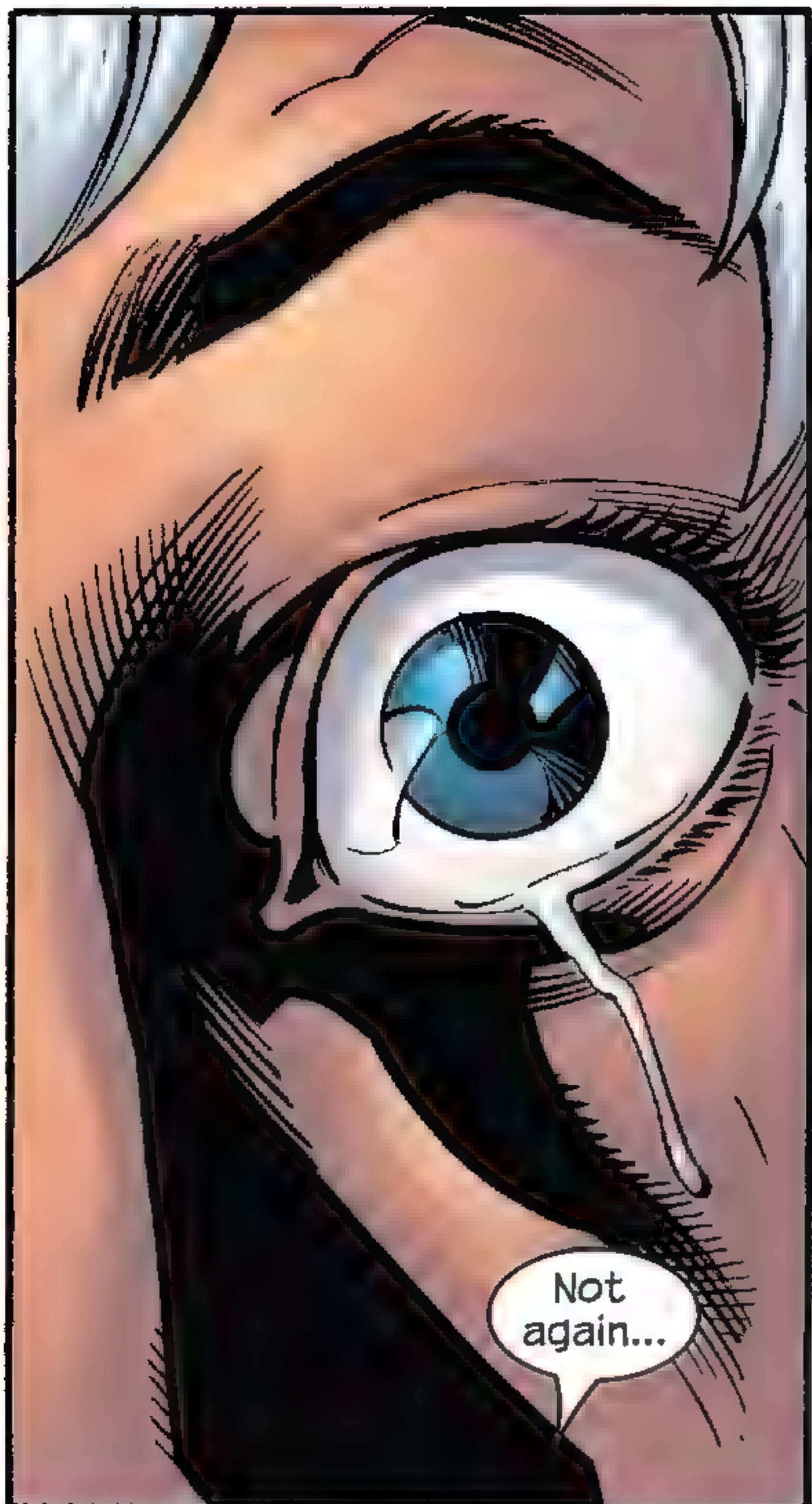


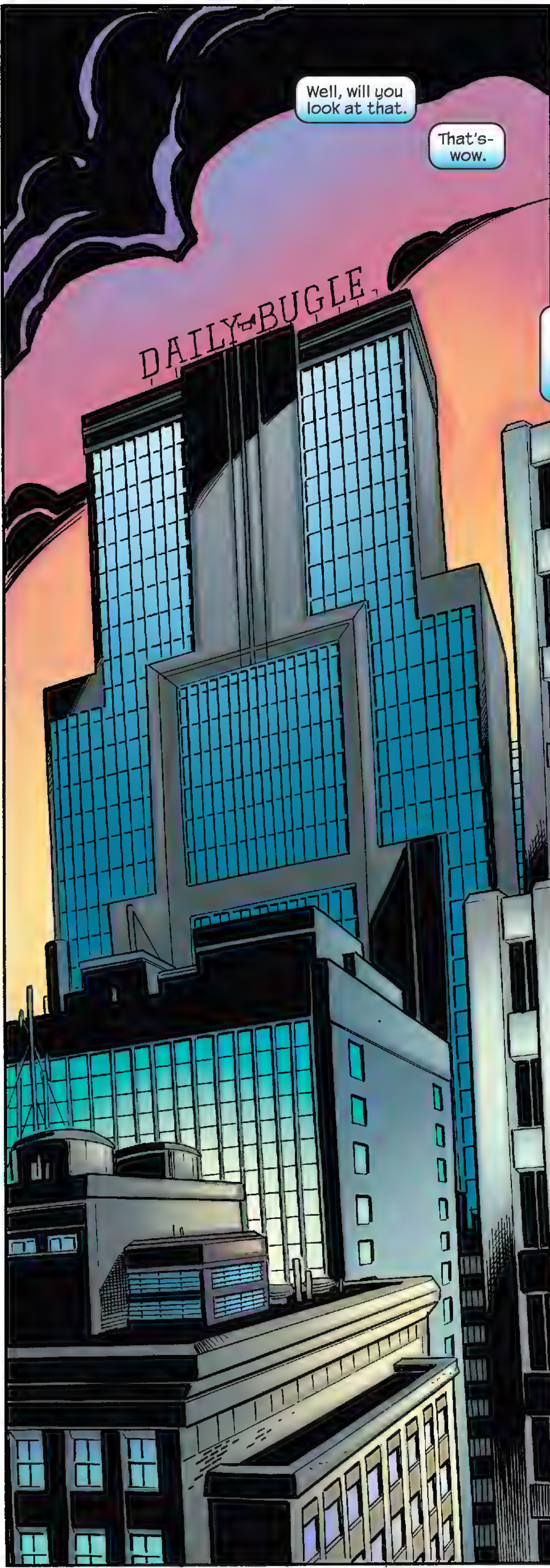












Well, will you look at that.

That's-wow.



This almost looks like an accurate account of how I saved the day and returned the stolen money.

Look at that.



Jameson said he was going to try and see the world in a new light--

--instead of just dumping all over my costumed alter ego's head for any reason he could find--and whadaya know--



Wow, people *can* change.

Who knew?

"Spider-Man" and "hero" in the same sentence. Finally.

This is my new Christmas. What day is it? Today is now officially Spider-Man Christmas.

And because it's Spider-Man Christmas I am going to go to the vending machines and treat myself to a big bag of corn chips, a Snickers bar and some pretzels and a Danish--

(Man, I gotta stop skipping lunch...)



Daily Bugle online.

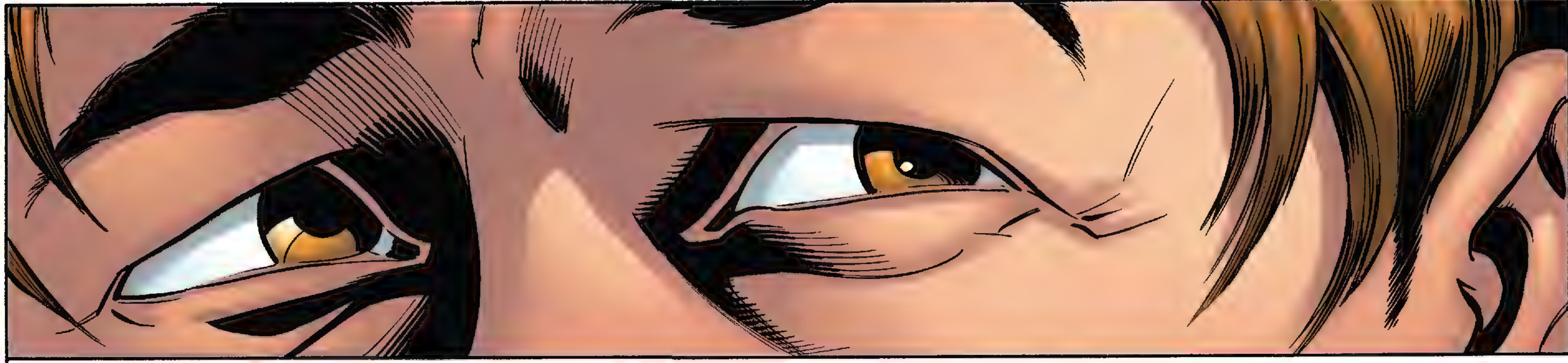
Peter Parker-oh hey, Aunt May. I'm... What is it?

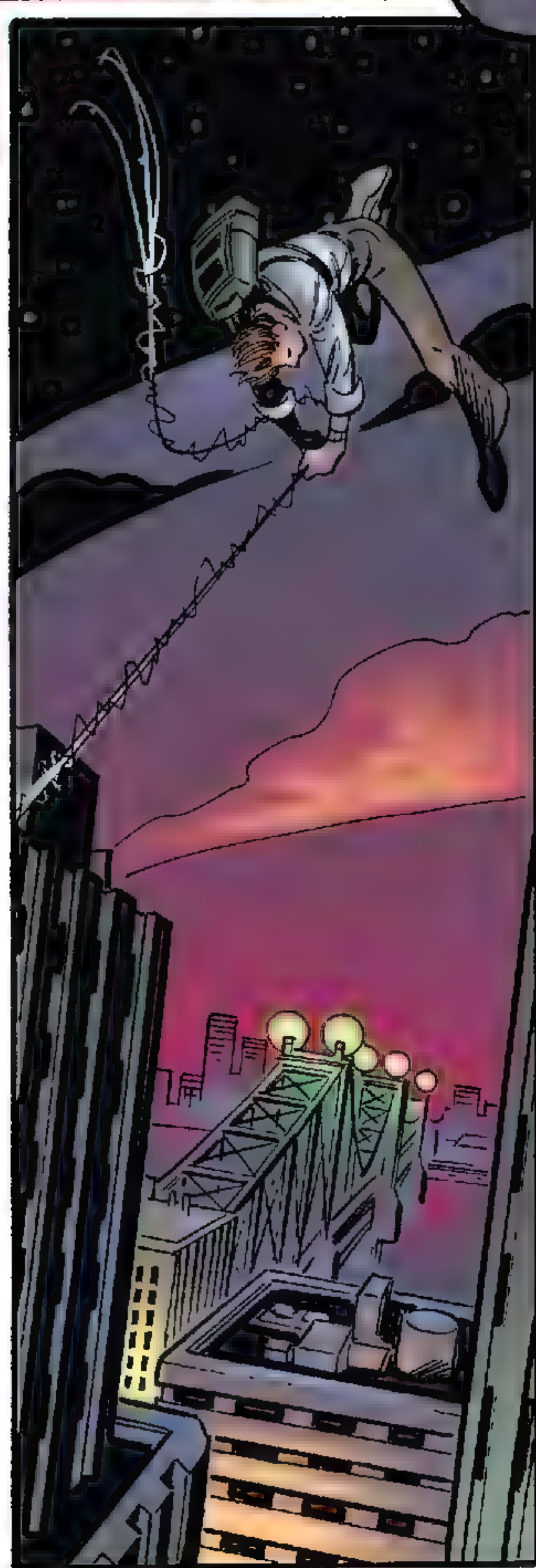


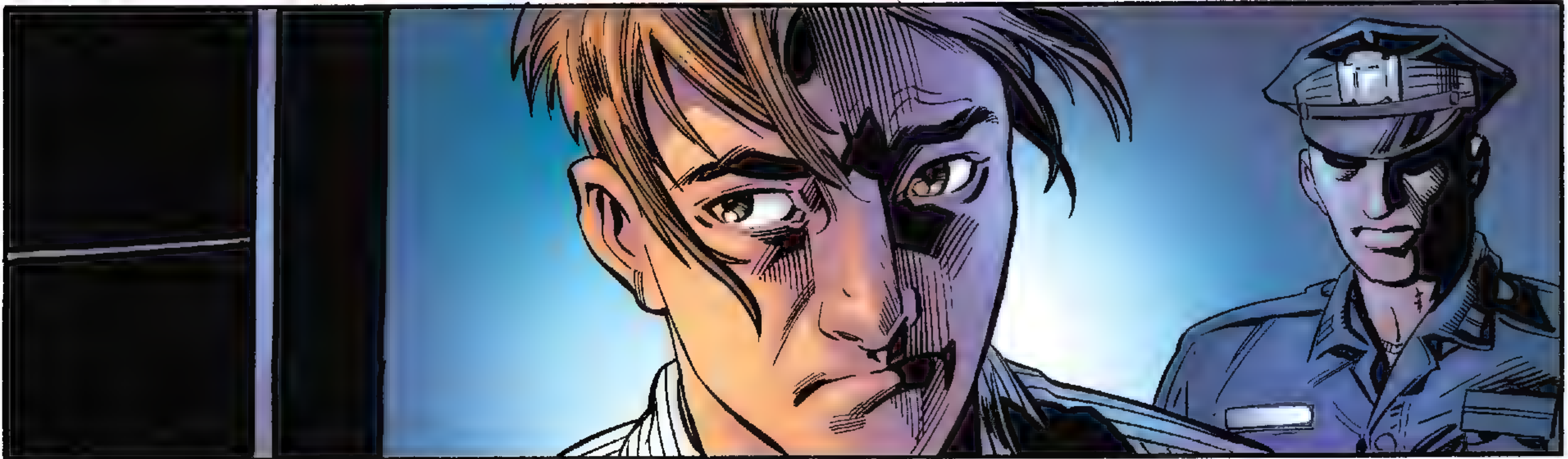
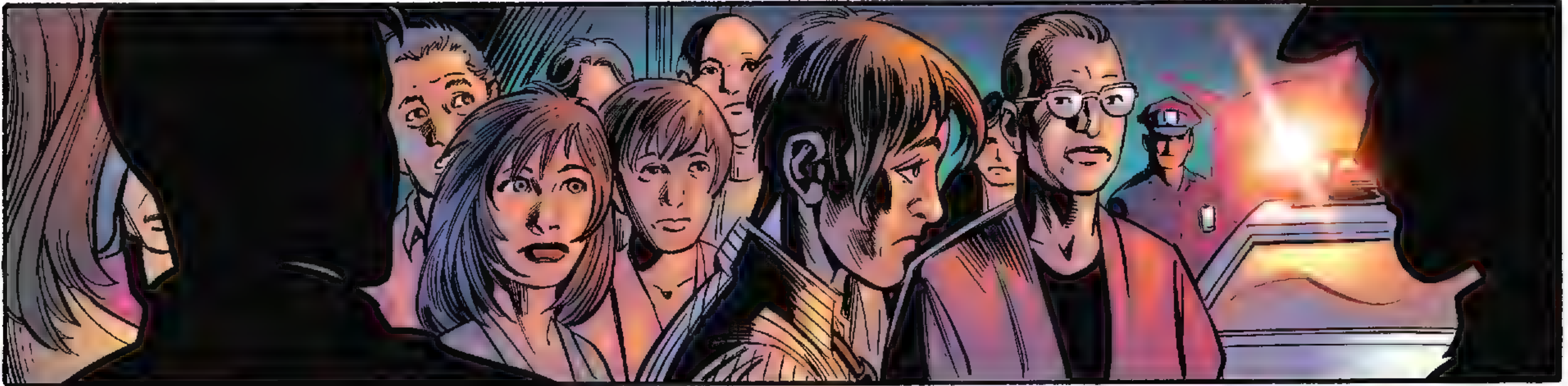
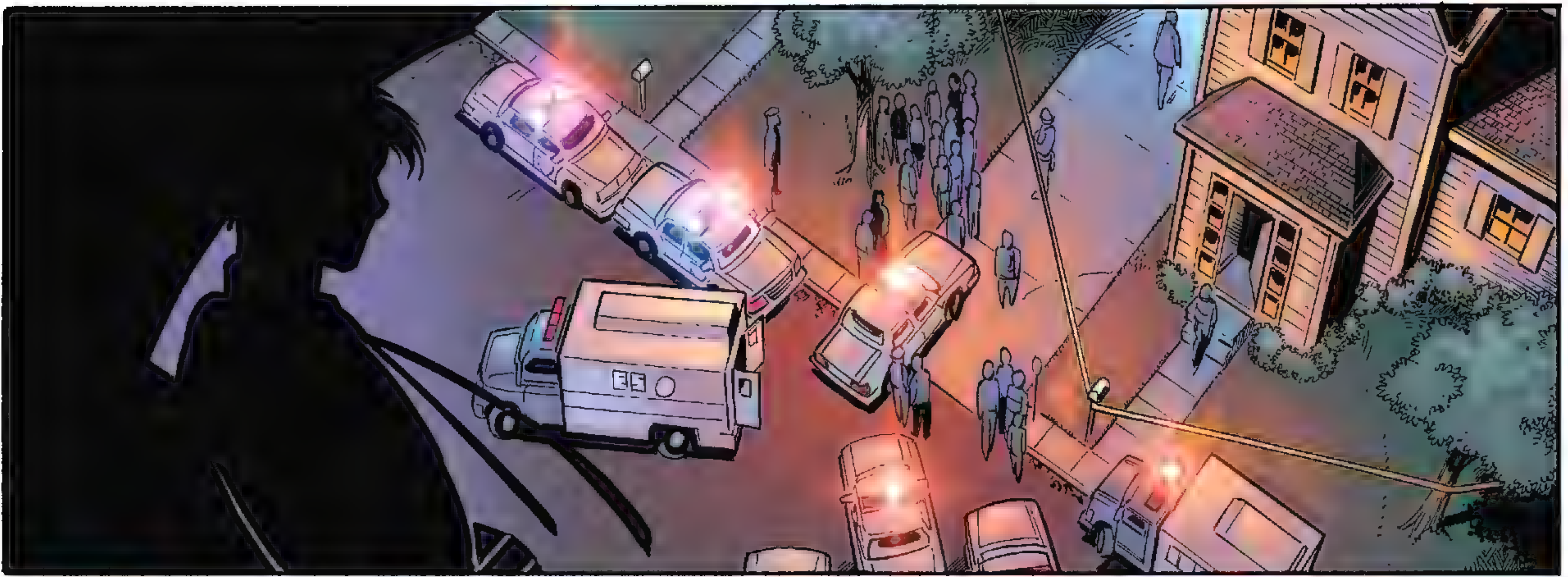
What's wrong?

Are you--?

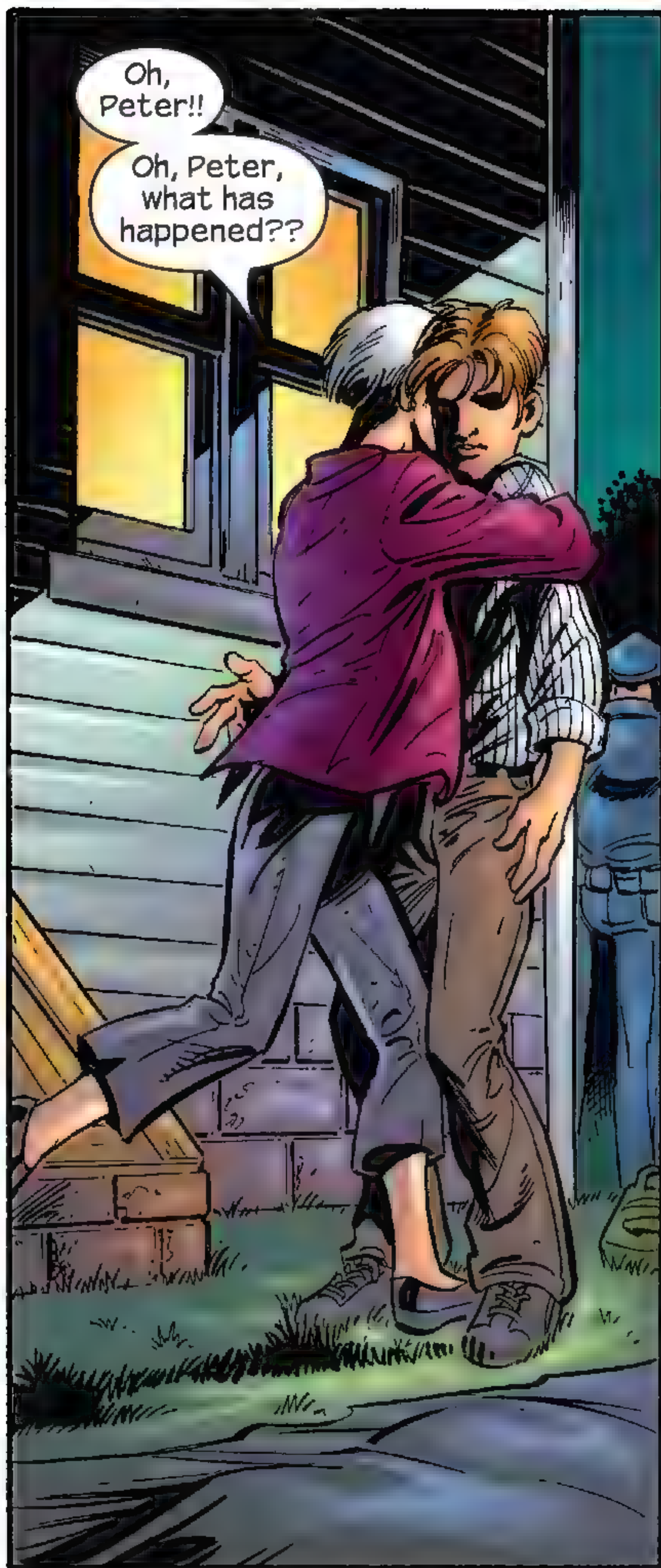
What?











Oh, Peter!!

Oh, Peter, what has happened??



And you're the nephew?

Yeah, I'm. Uh--

Peter Parker.

Yeah.

And where were you?



He was at work. Like I told--

Ma'am--

I was at work. I work evenings at the *Daily Bugle*.

All the way in the city?

What happened to her?

Your friend has passed away.

I'm sorry to do this but I have to ask you these questions. What was your relationship to her?



Uh, what?

Were you friends? *More* than friends?

Friends. Only.

At school.

About what?

Uh-huh. And when was the last time you spoke to Ms. Stacy?

Did you have a fight?

About anything.

Hey!



Don't do *this*.

Peter didn't do anything to her. *Look* at her. How could he have done *that* to her?

Did you see her *face*?? Did you *see* it?

Ma'am, we're just trying to get a clear picture--

Well, go get one then.



Hi, I'm Captain Jeanne De Wolfe from Precinct Nine.

Yeah- We met before. At that dinner.

Oh yeah.

What can I do you for, Captain?



I got a call in on your case.

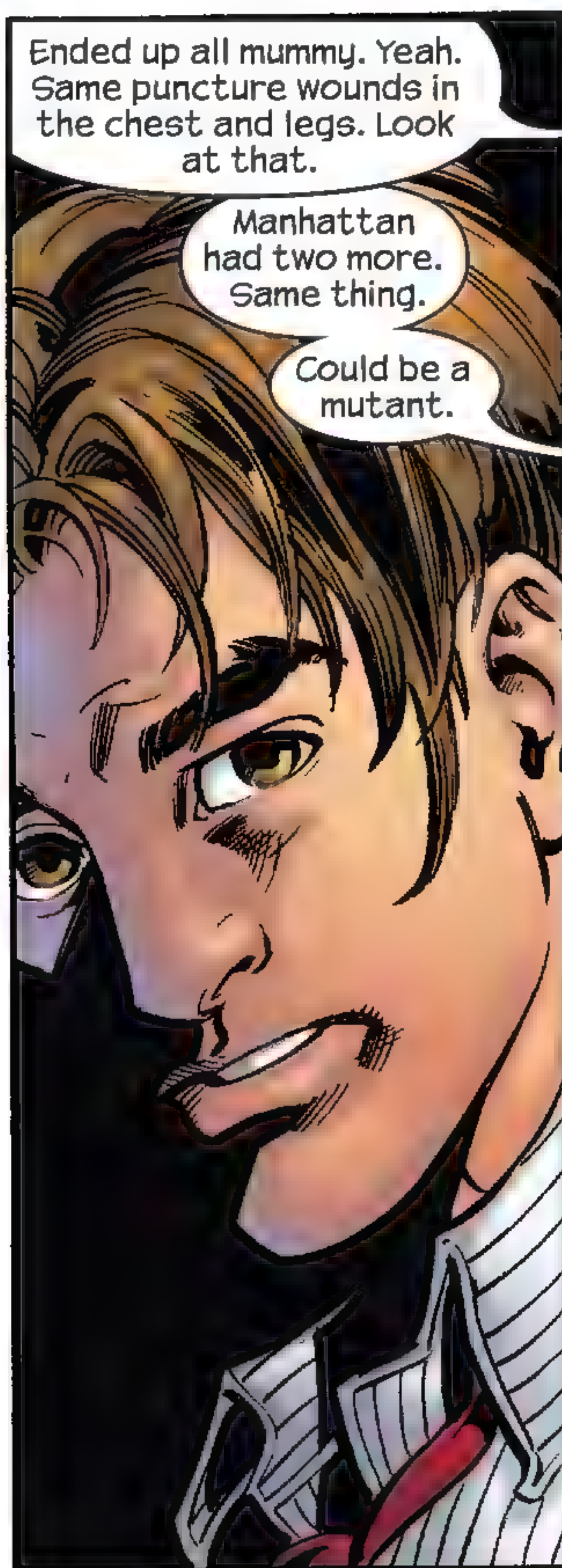
We had another just like it today. Same everything. I wanted to get a peek at yours.

Where was yours?



Empire State University. Same exact thing. Security guard at the labs. I called Disease Control.

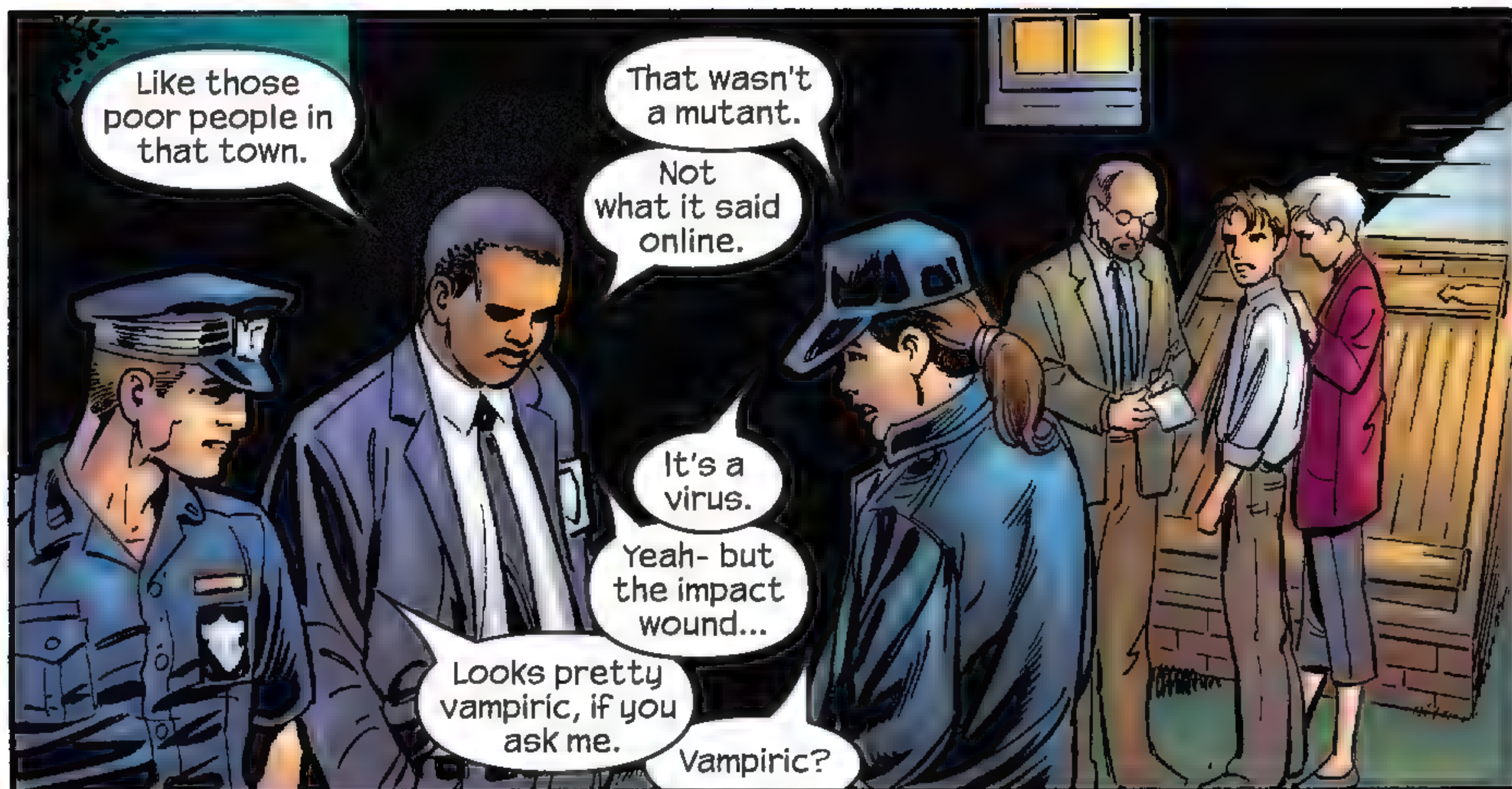
I did too.



Ended up all mummy. Yeah. Same puncture wounds in the chest and legs. Look at that.

Manhattan had two more. Same thing.

Could be a mutant.



Like those poor people in that town.

That wasn't a mutant.

Not what it said online.

It's a virus.

Yeah- but the impact wound...

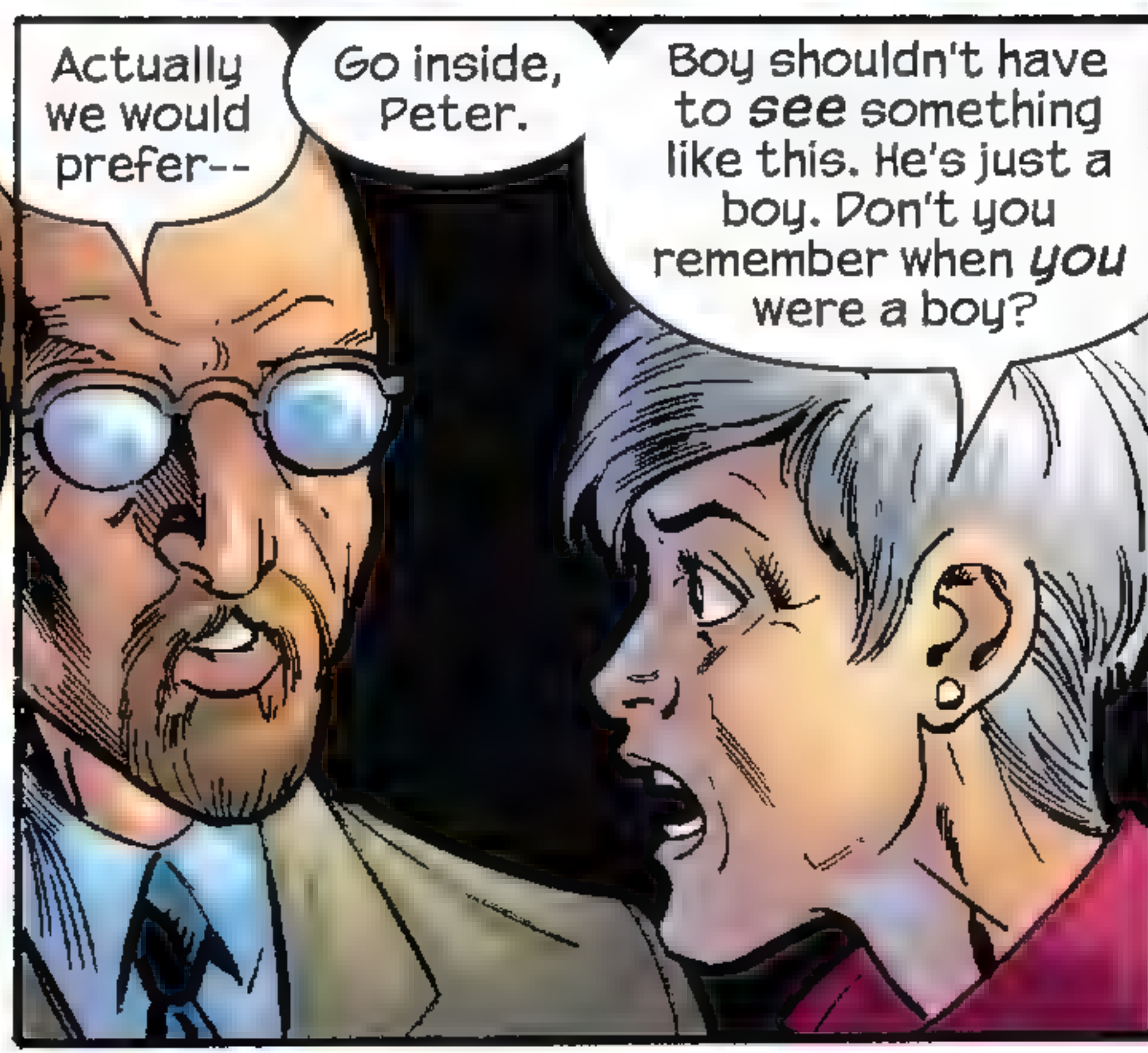
Looks pretty vampiric, if you ask me.

Vampiric?



Uh, can I go inside?

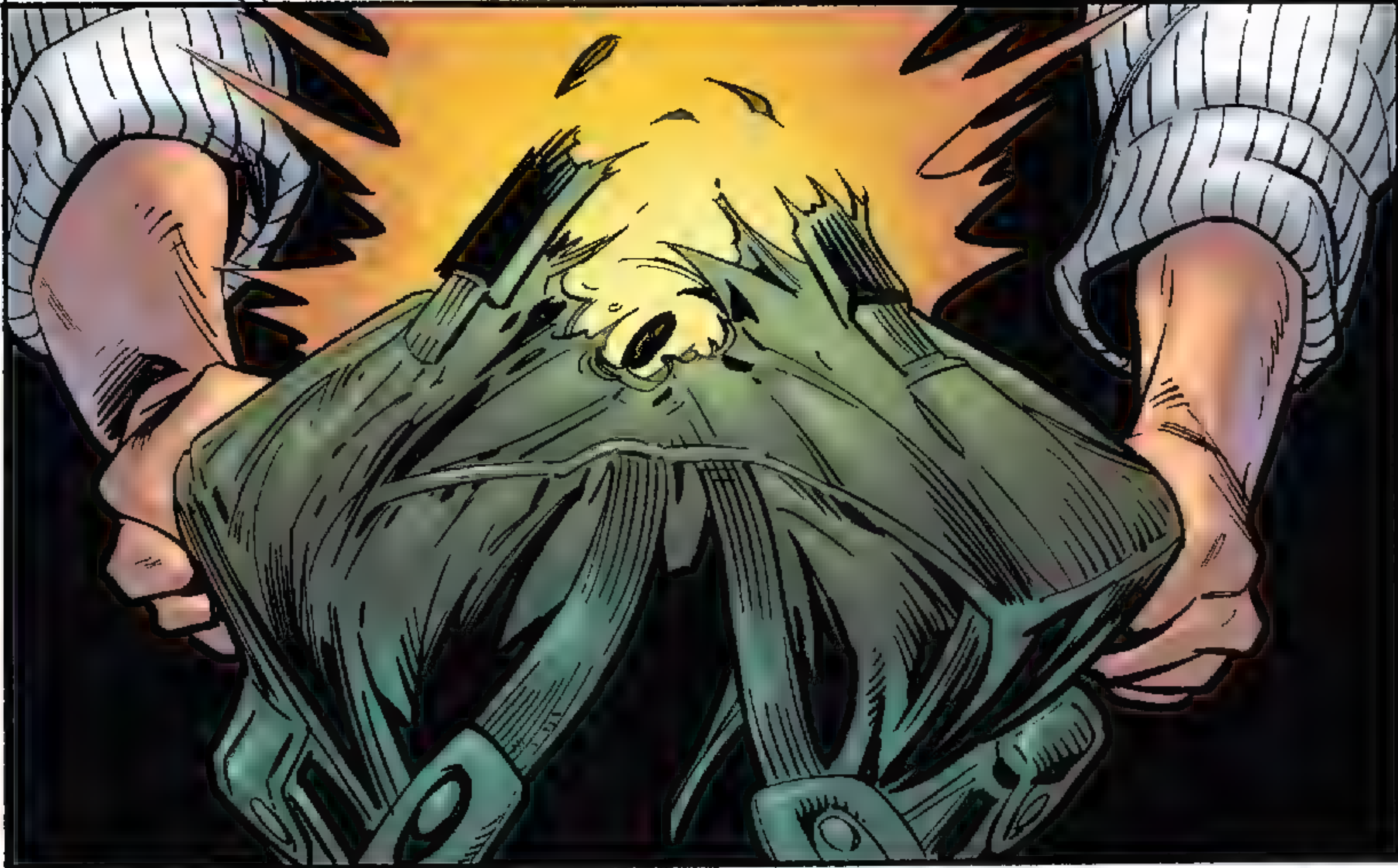
Of course you can, sweetie.

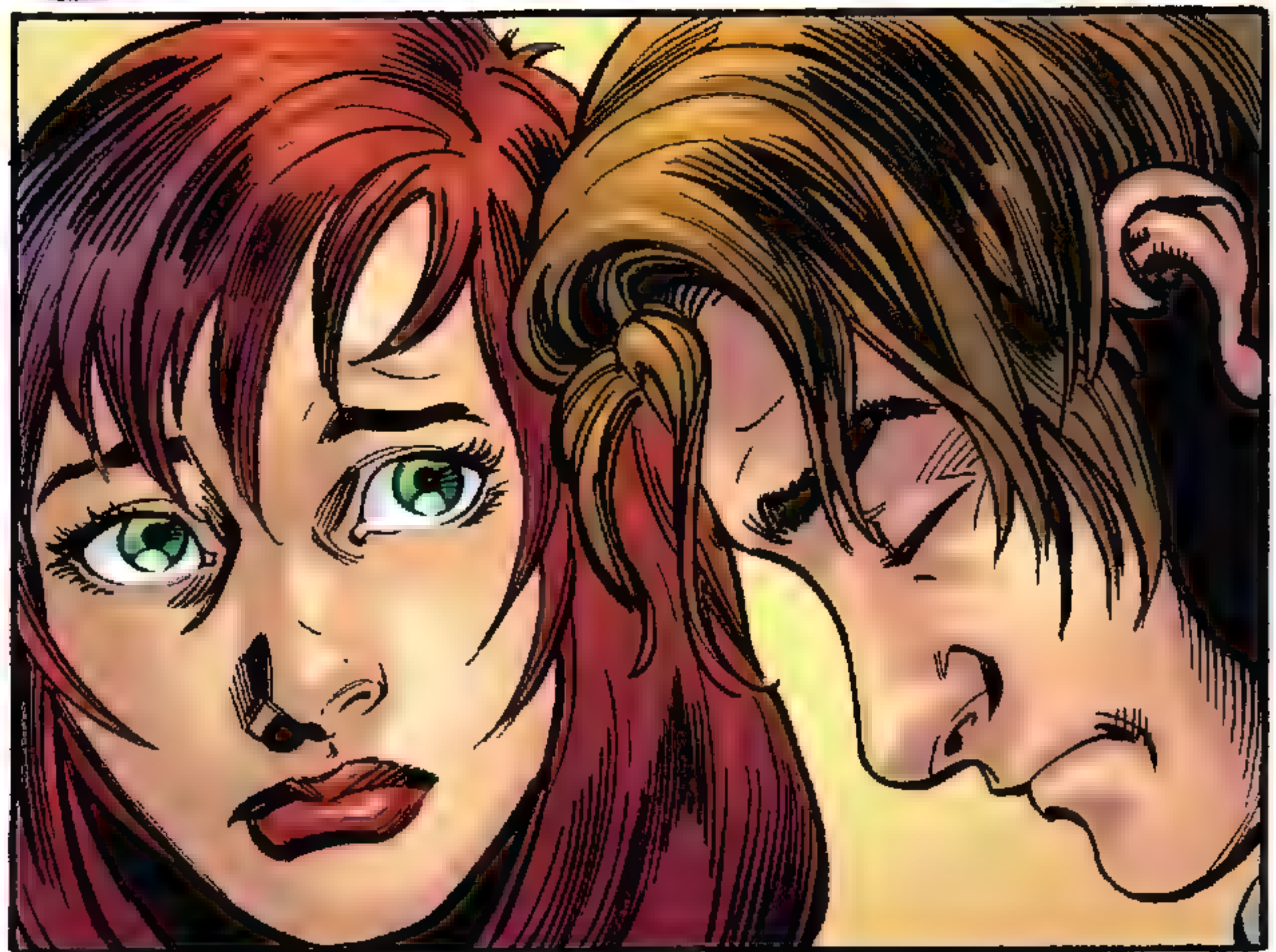
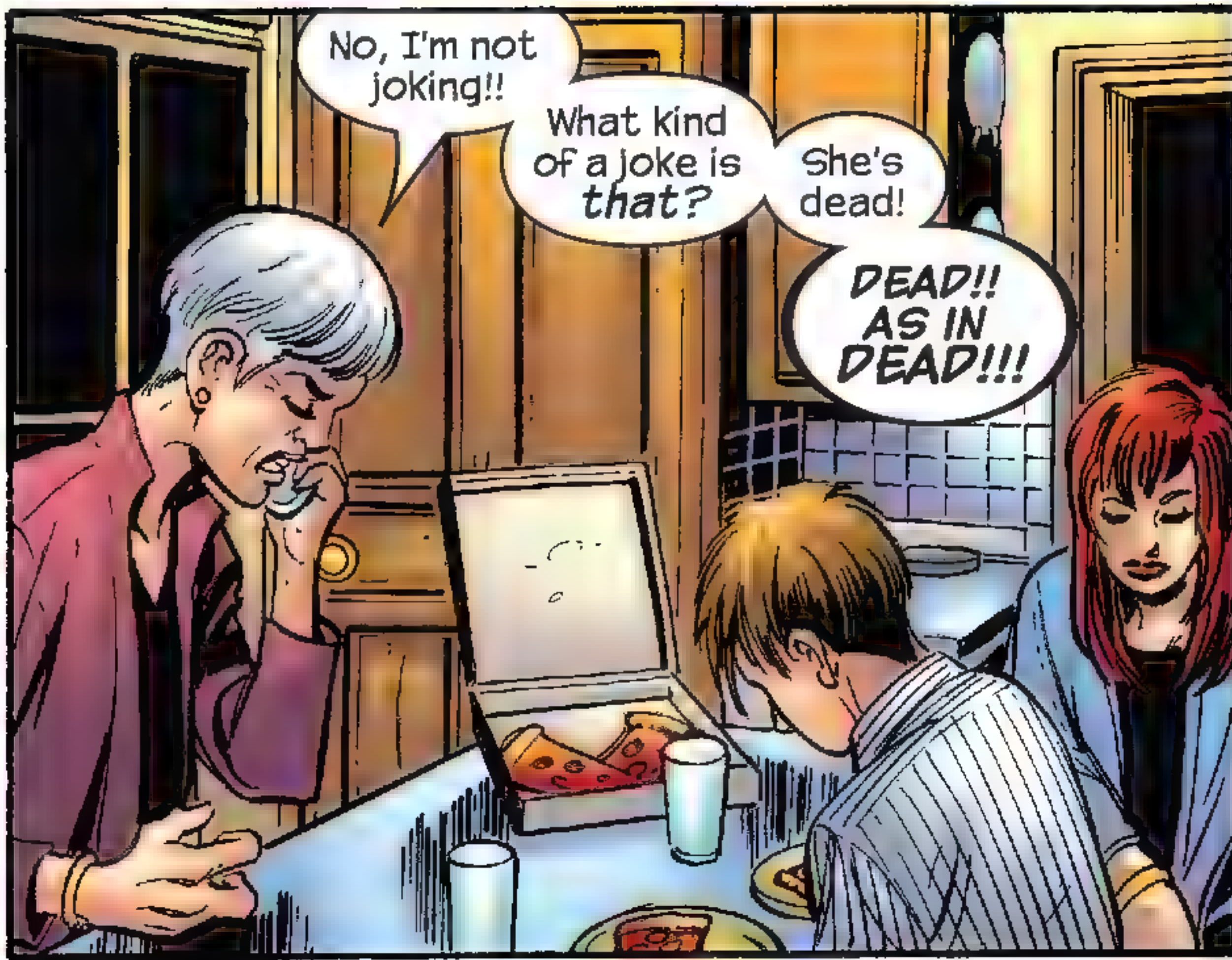
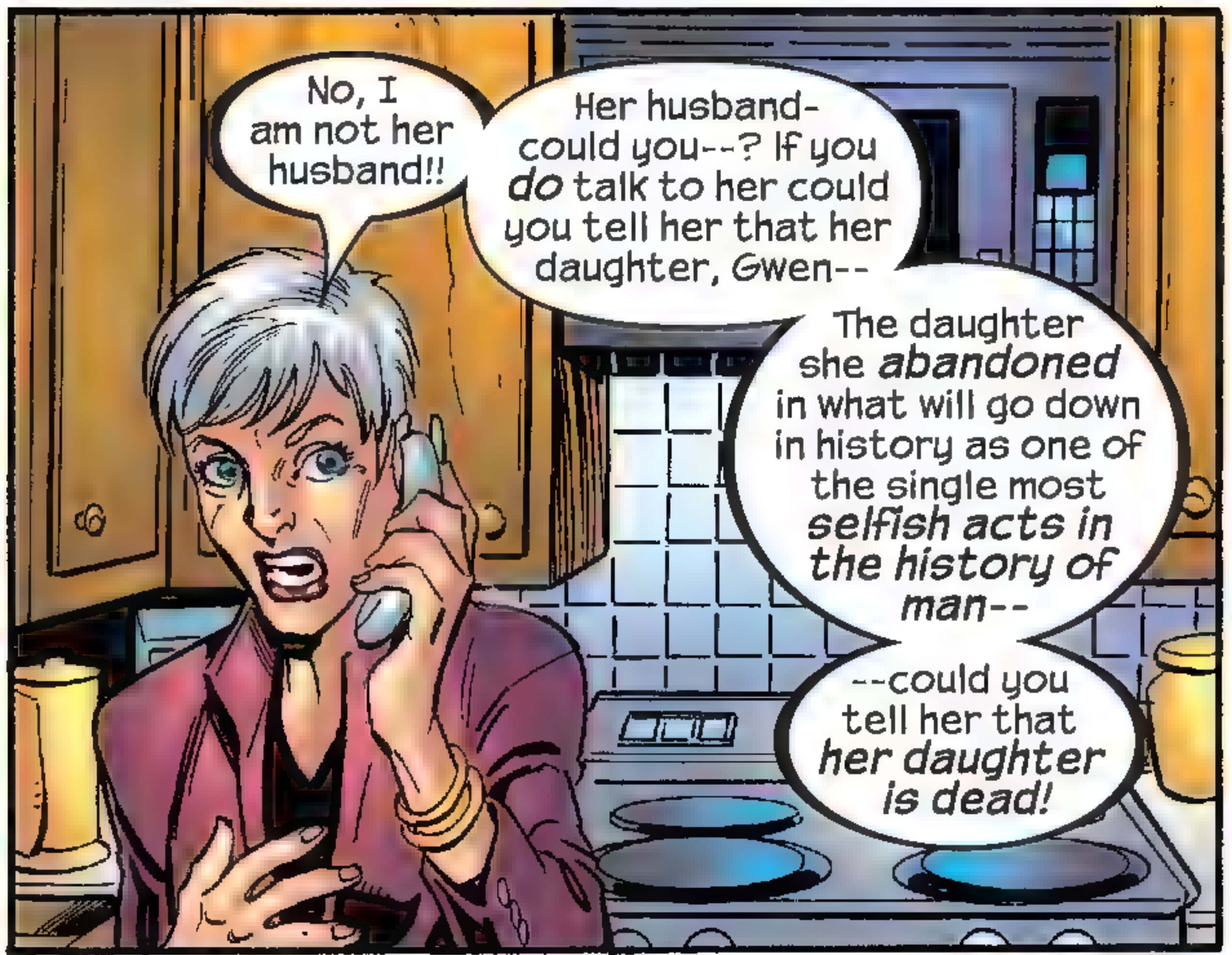


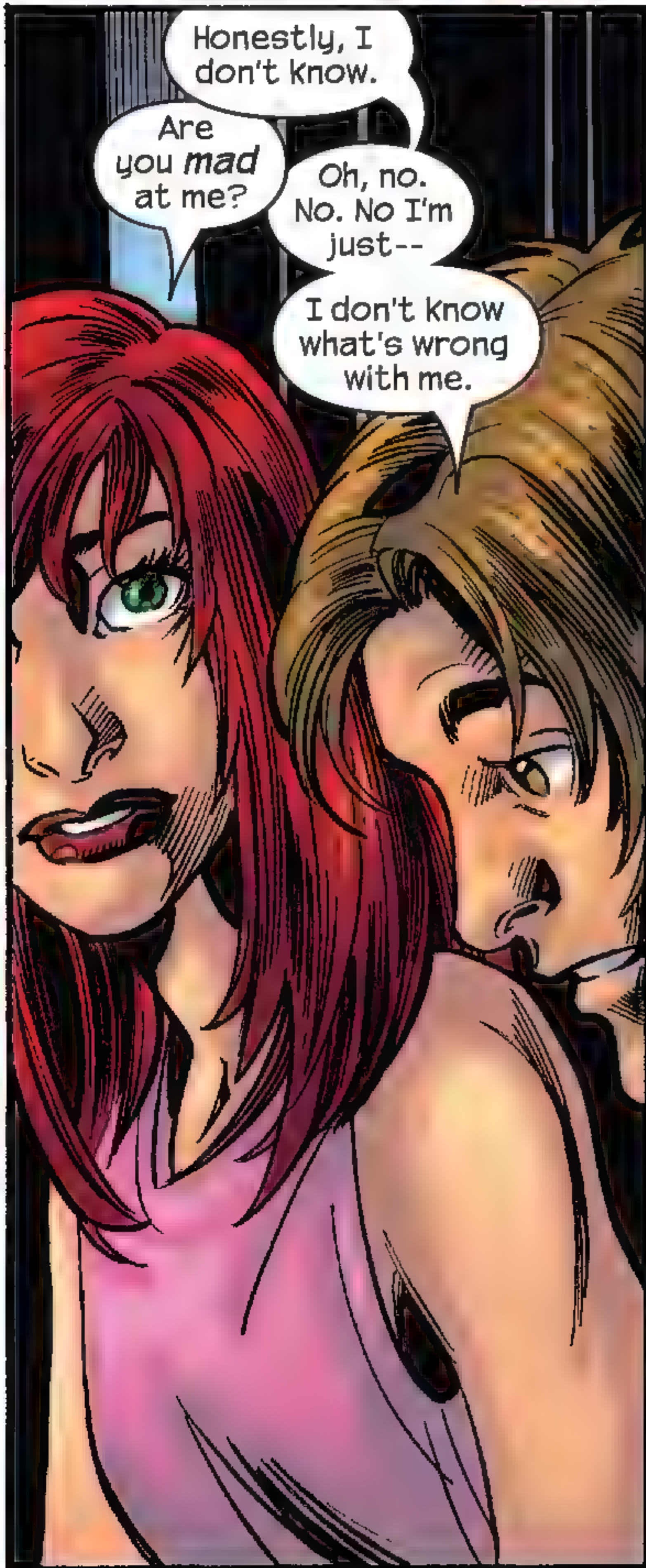
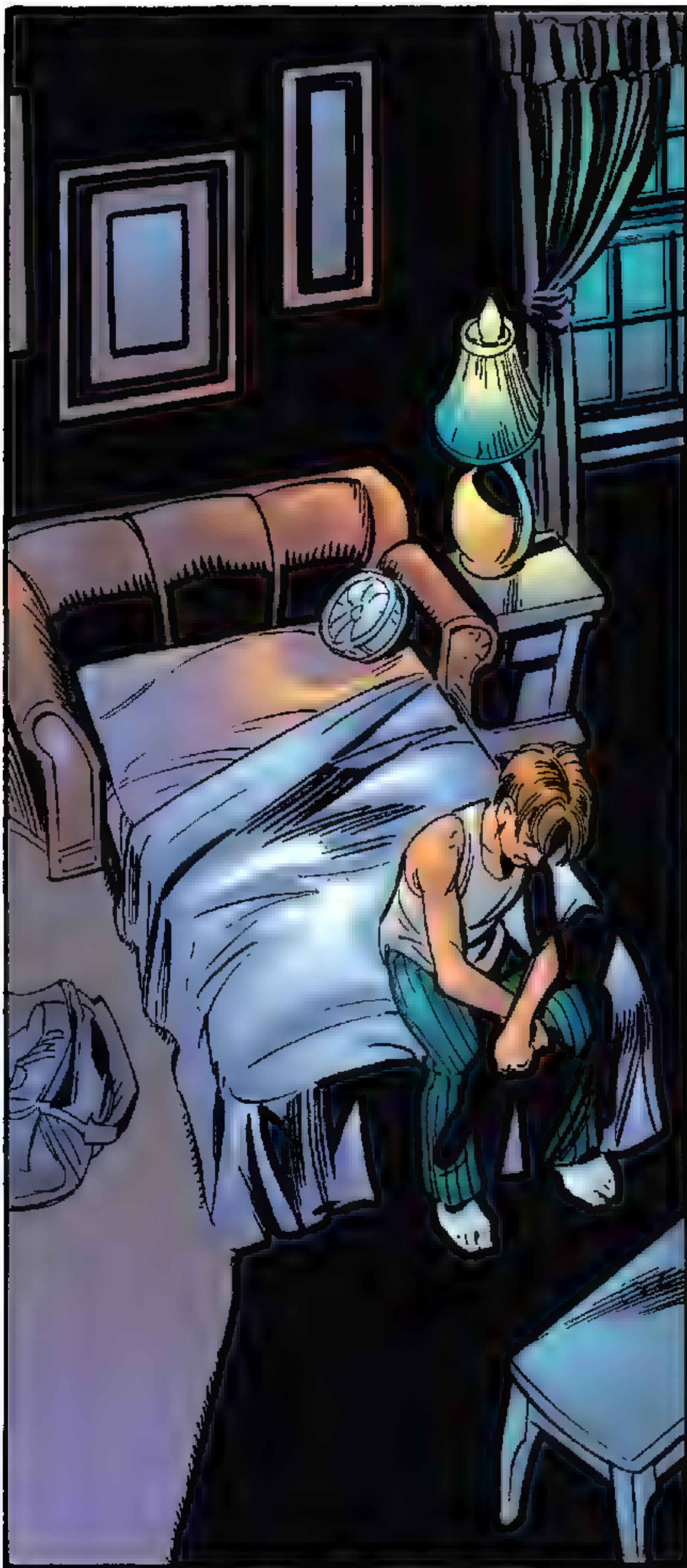
Actually we would prefer--

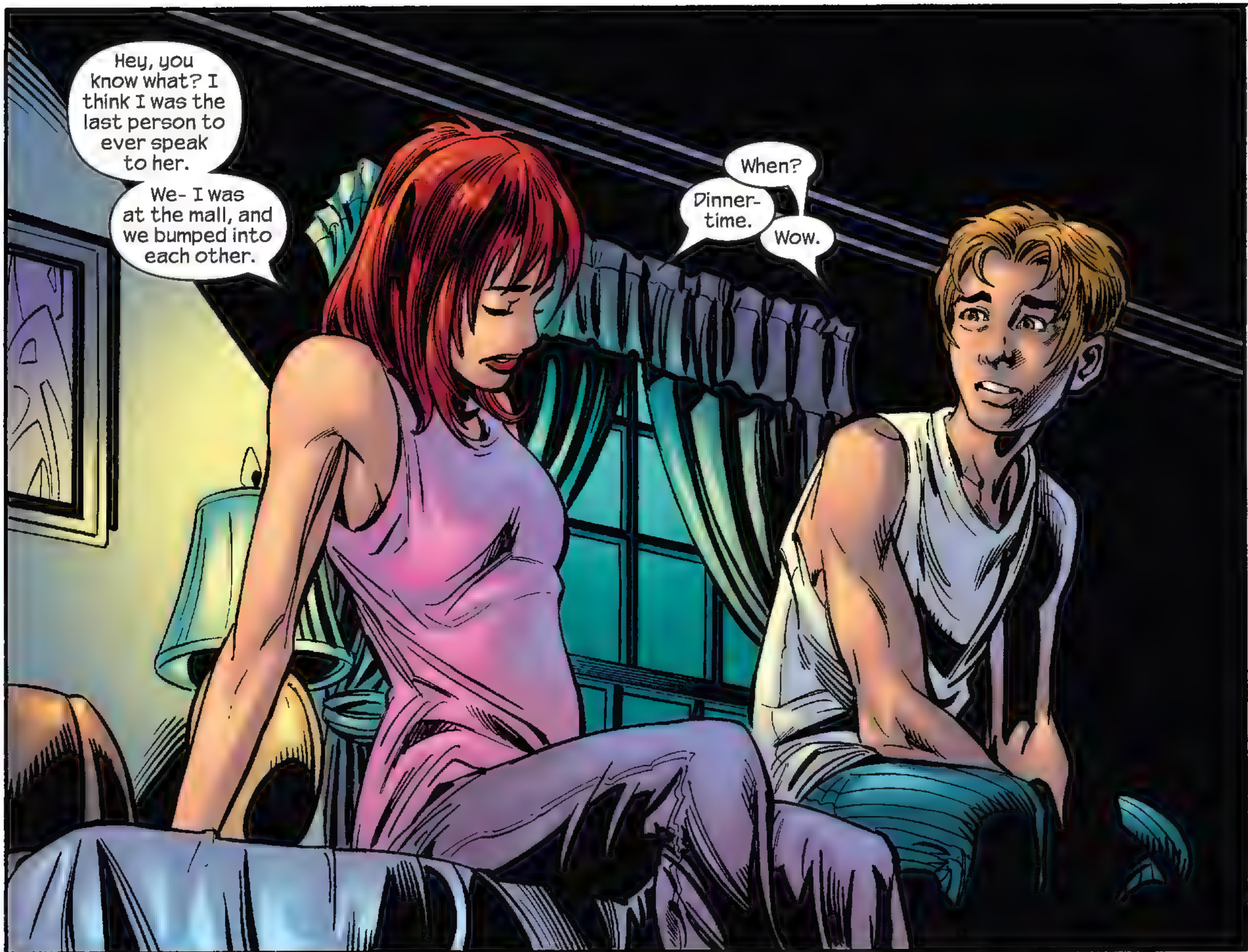
Go inside, Peter.

Boy shouldn't have to see something like this. He's just a boy. Don't you remember when you were a boy?









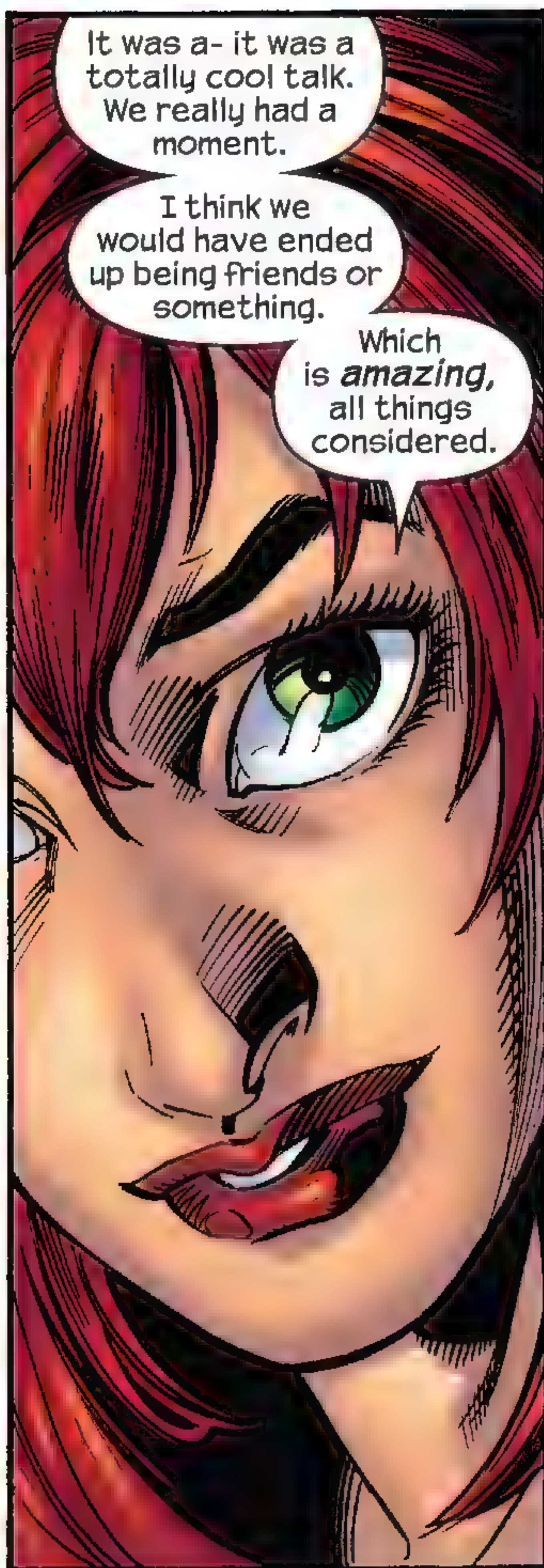
Hey, you know what? I think I was the last person to ever speak to her.

We- I was at the mall, and we bumped into each other.

When?

Dinner-time.

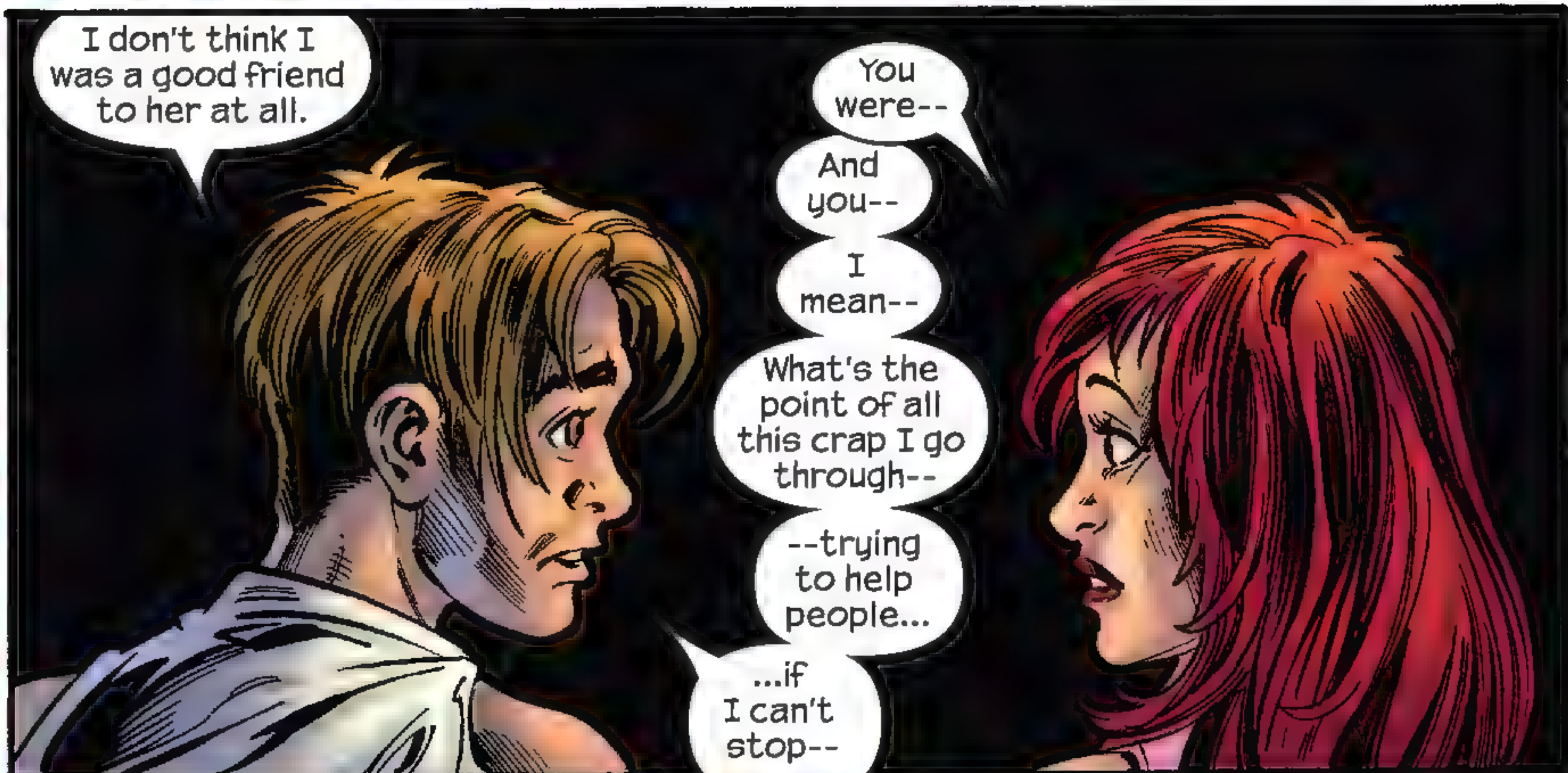
Wow.



It was a- it was a totally cool talk. We really had a moment.

I think we would have ended up being friends or something.

Which is *amazing*, all things considered.



I don't think I was a good friend to her at all.

You were--

And you--

I mean--

What's the point of all this crap I go through--

--trying to help people...

...if I can't stop--

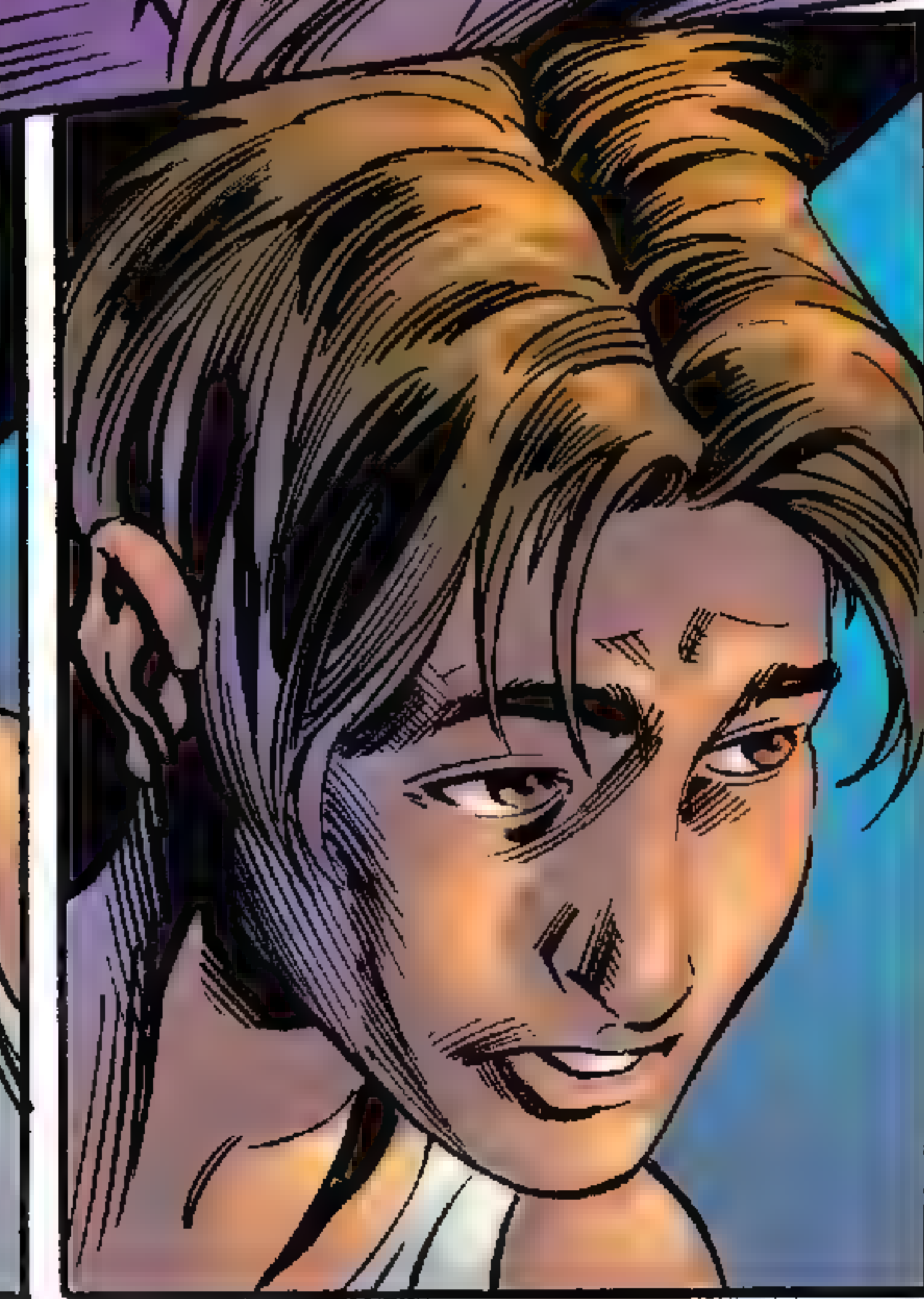
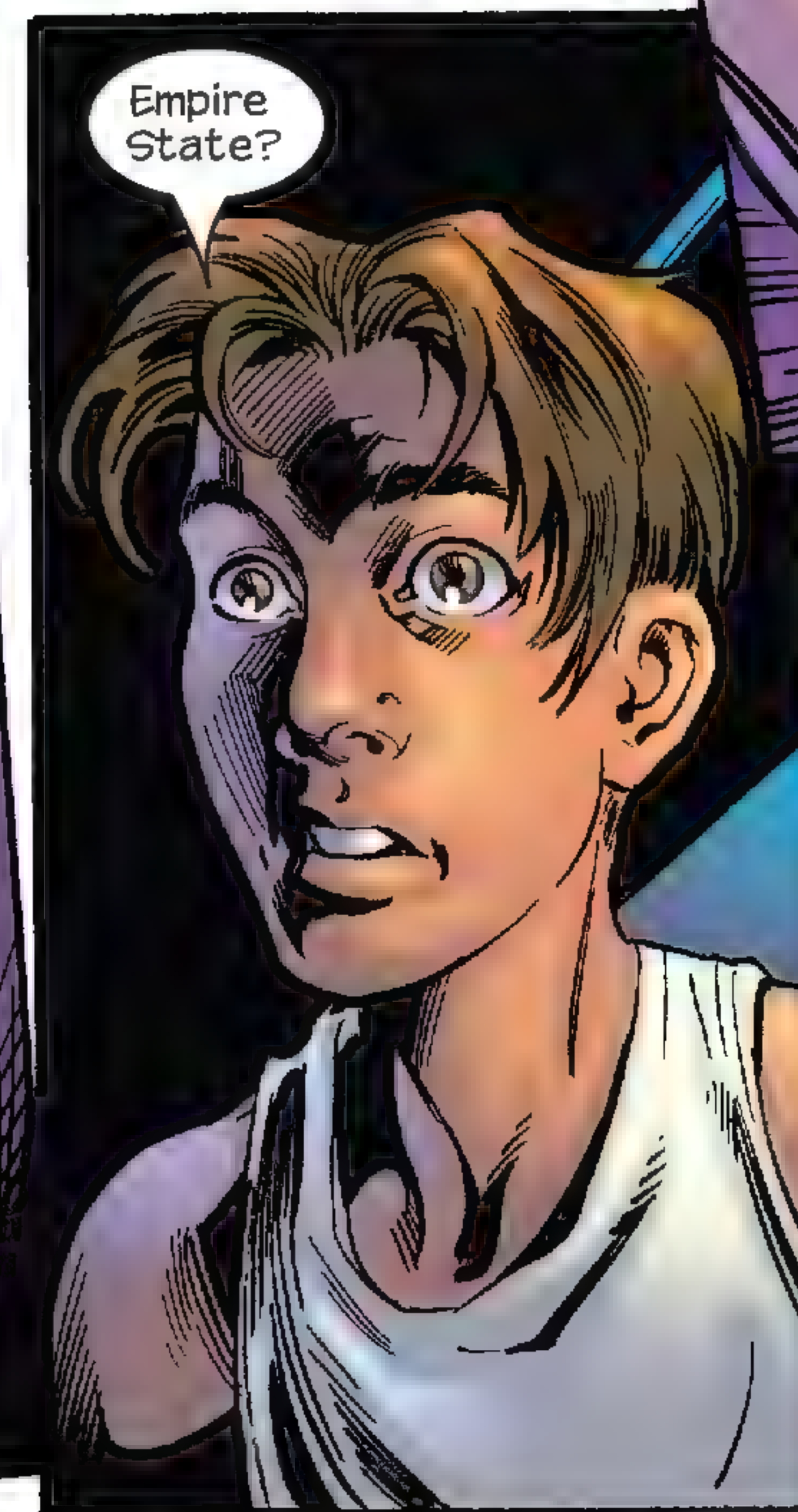
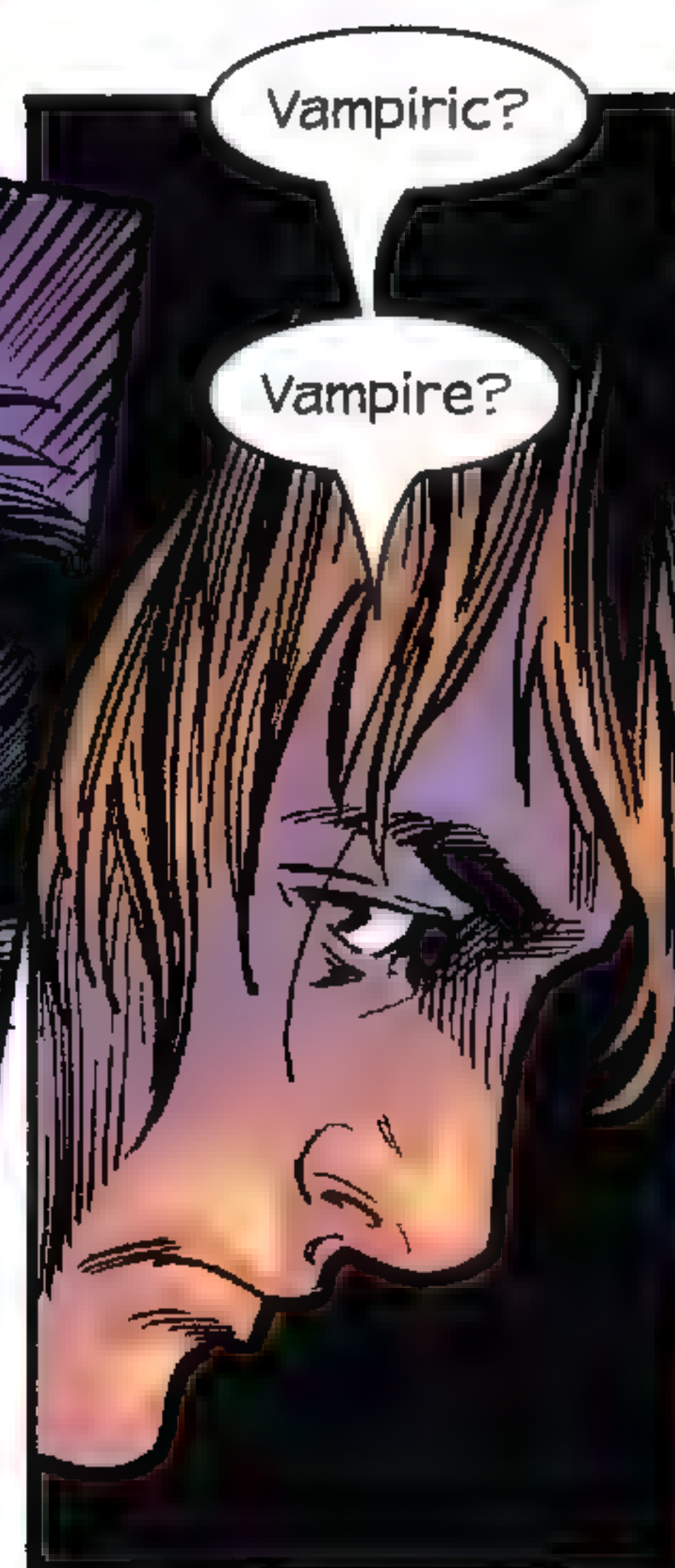
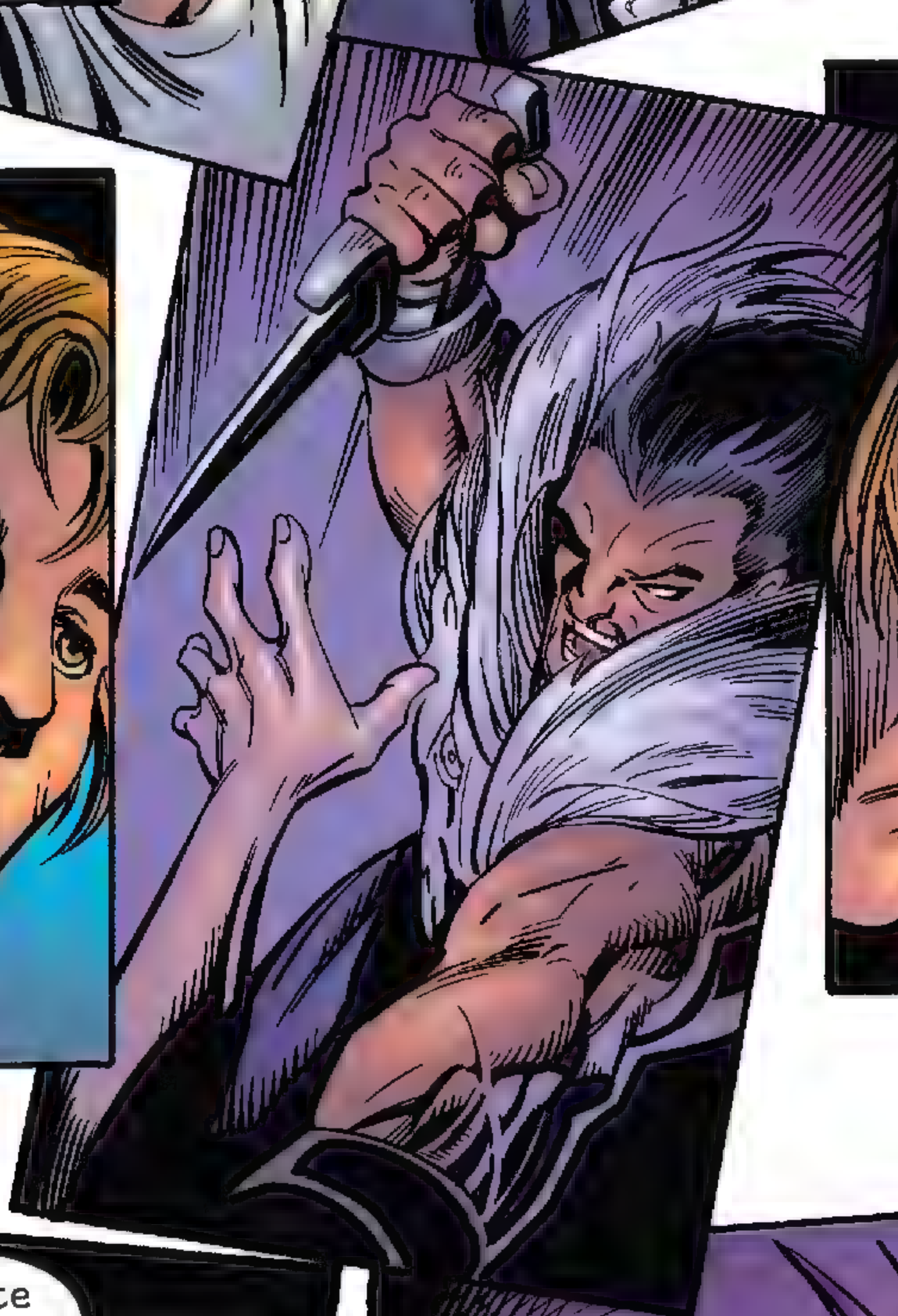
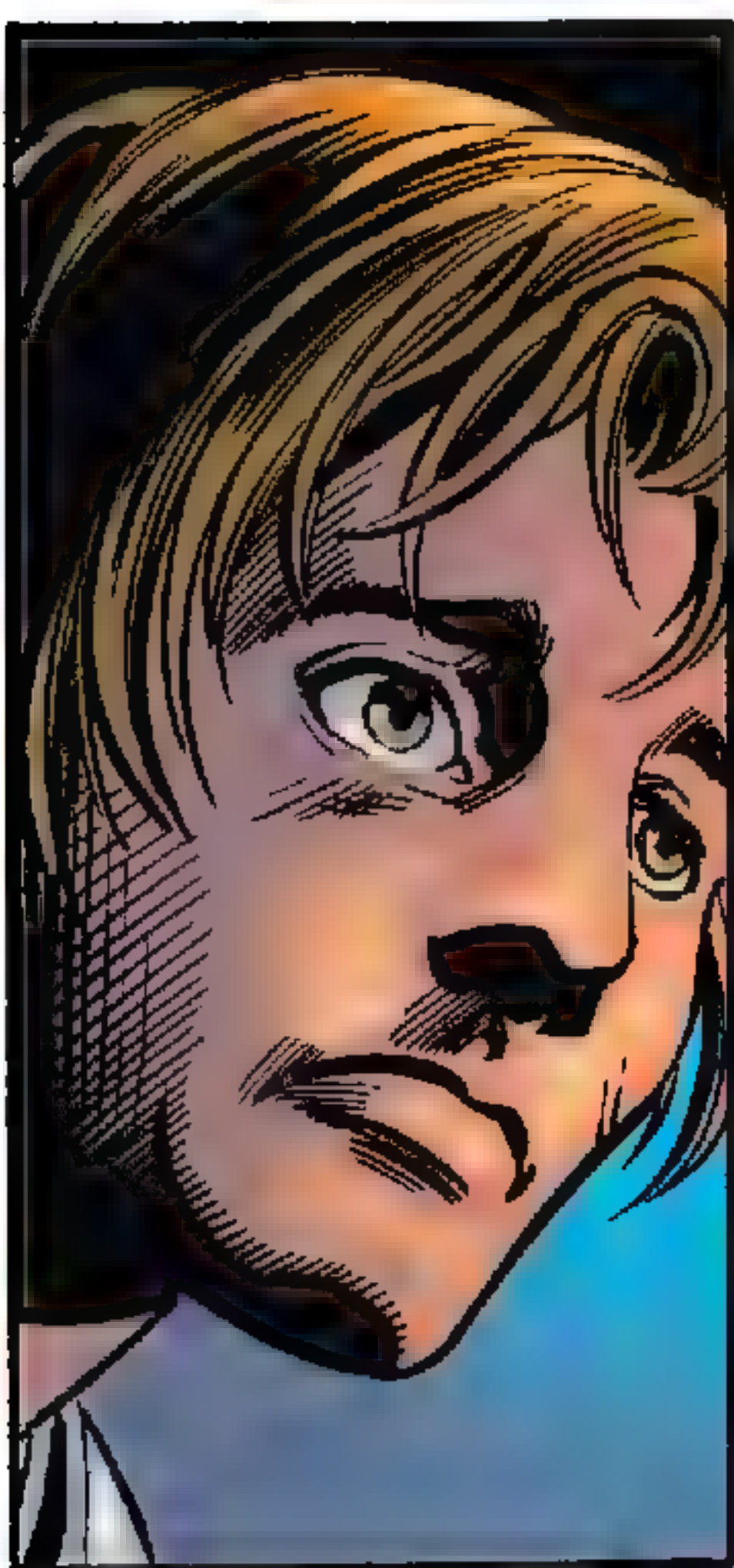
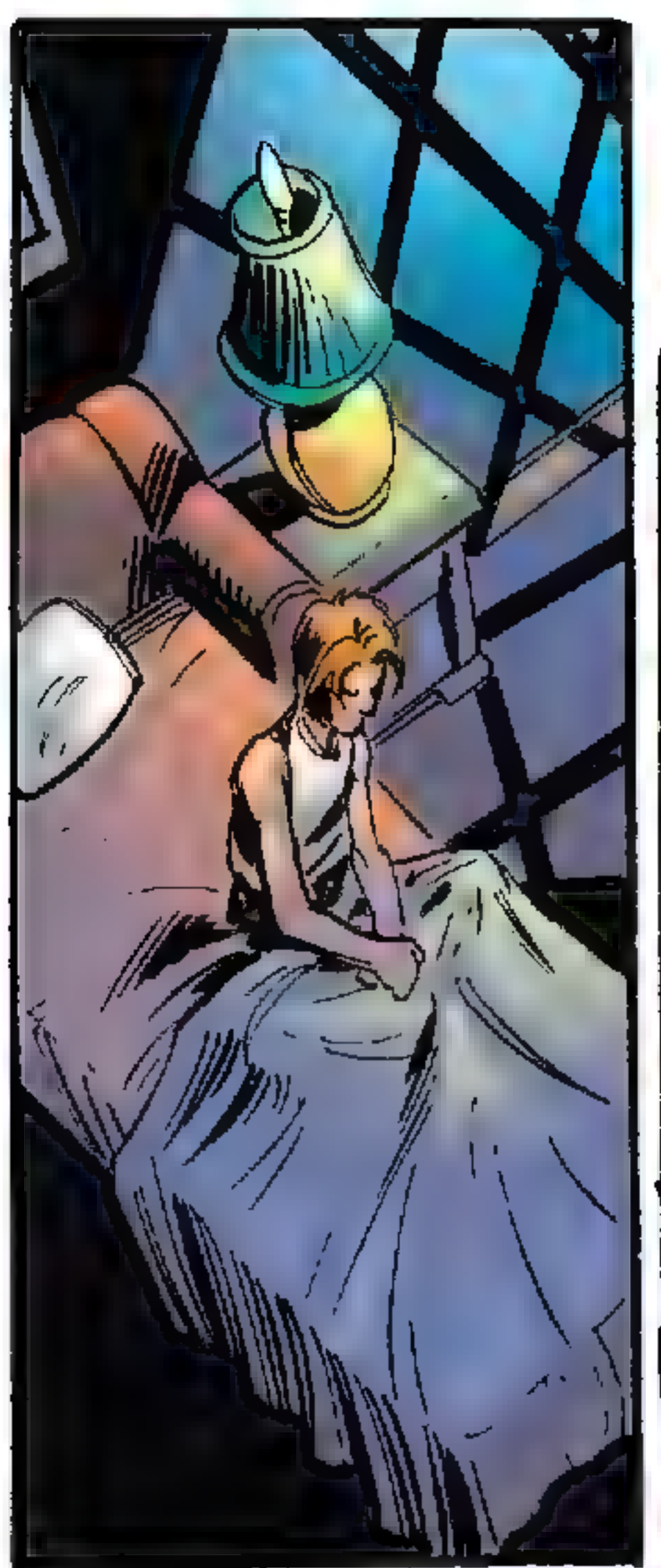


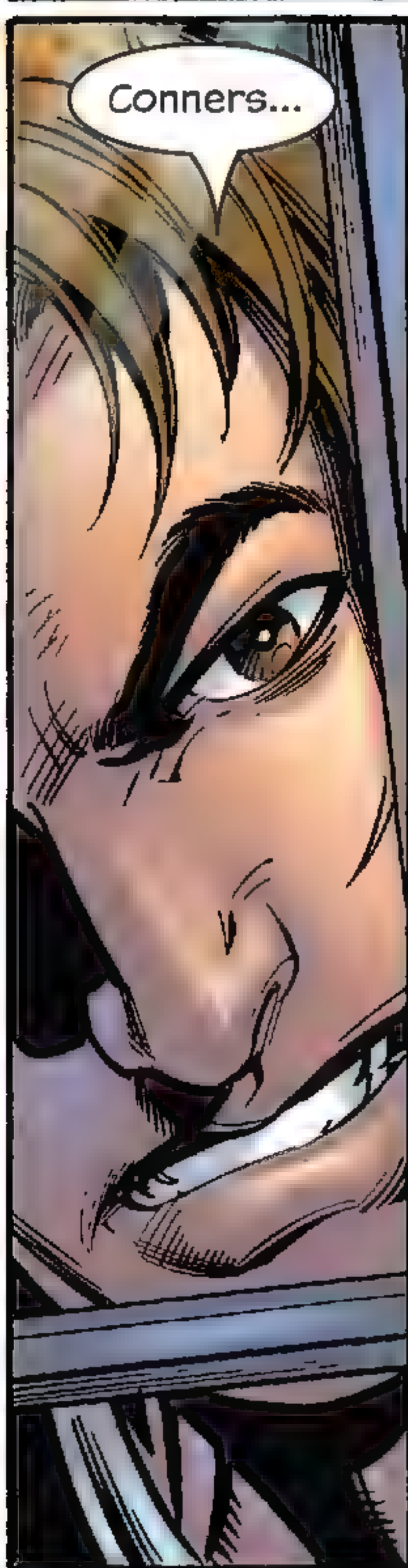
Peter... it's not your--

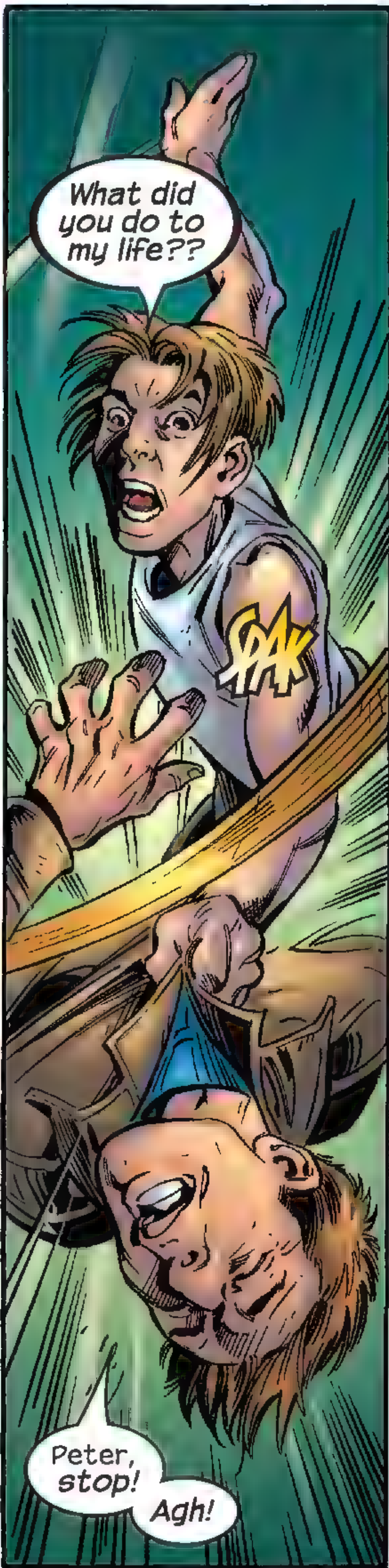
I can't stop the people I-ggkk-

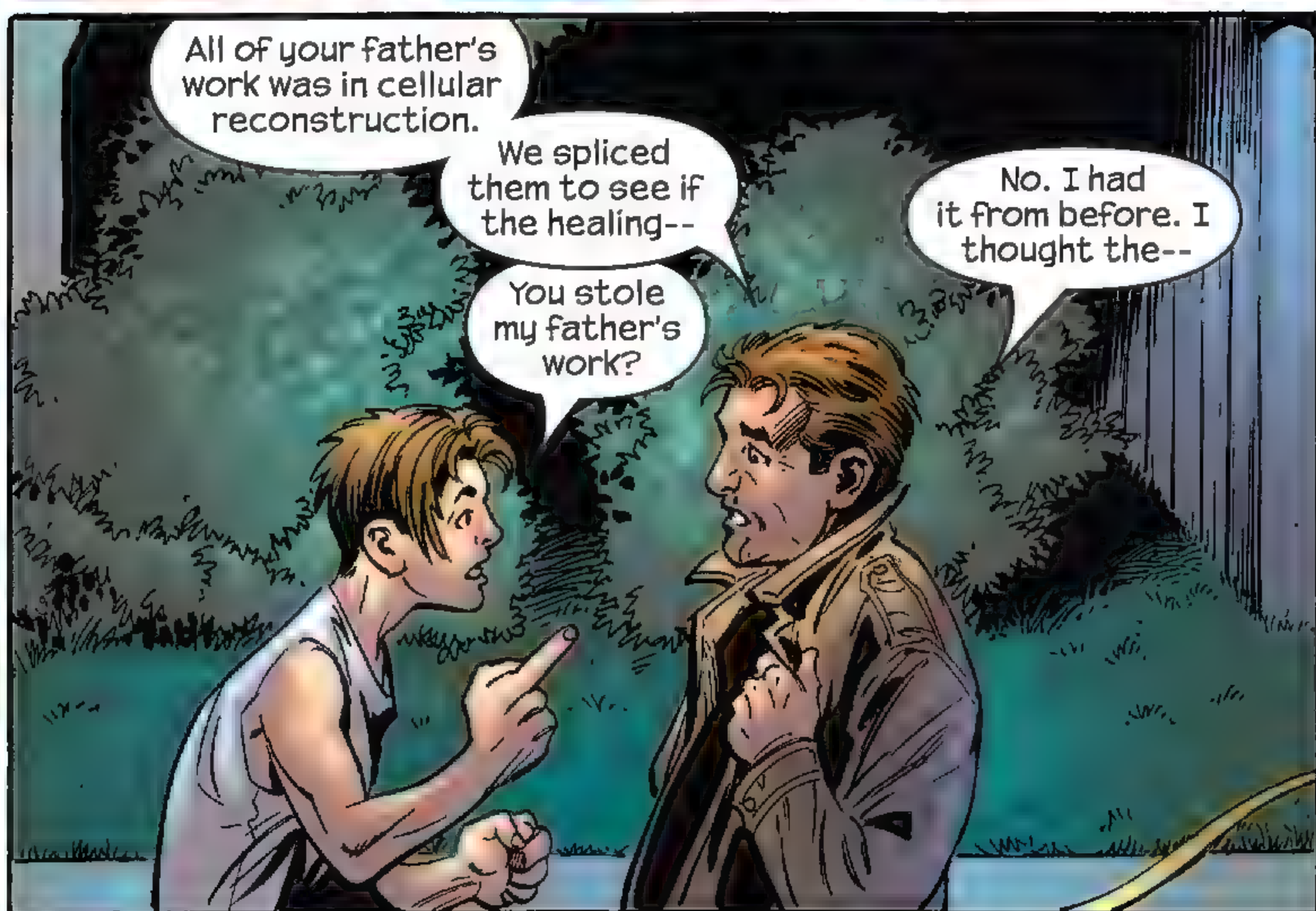
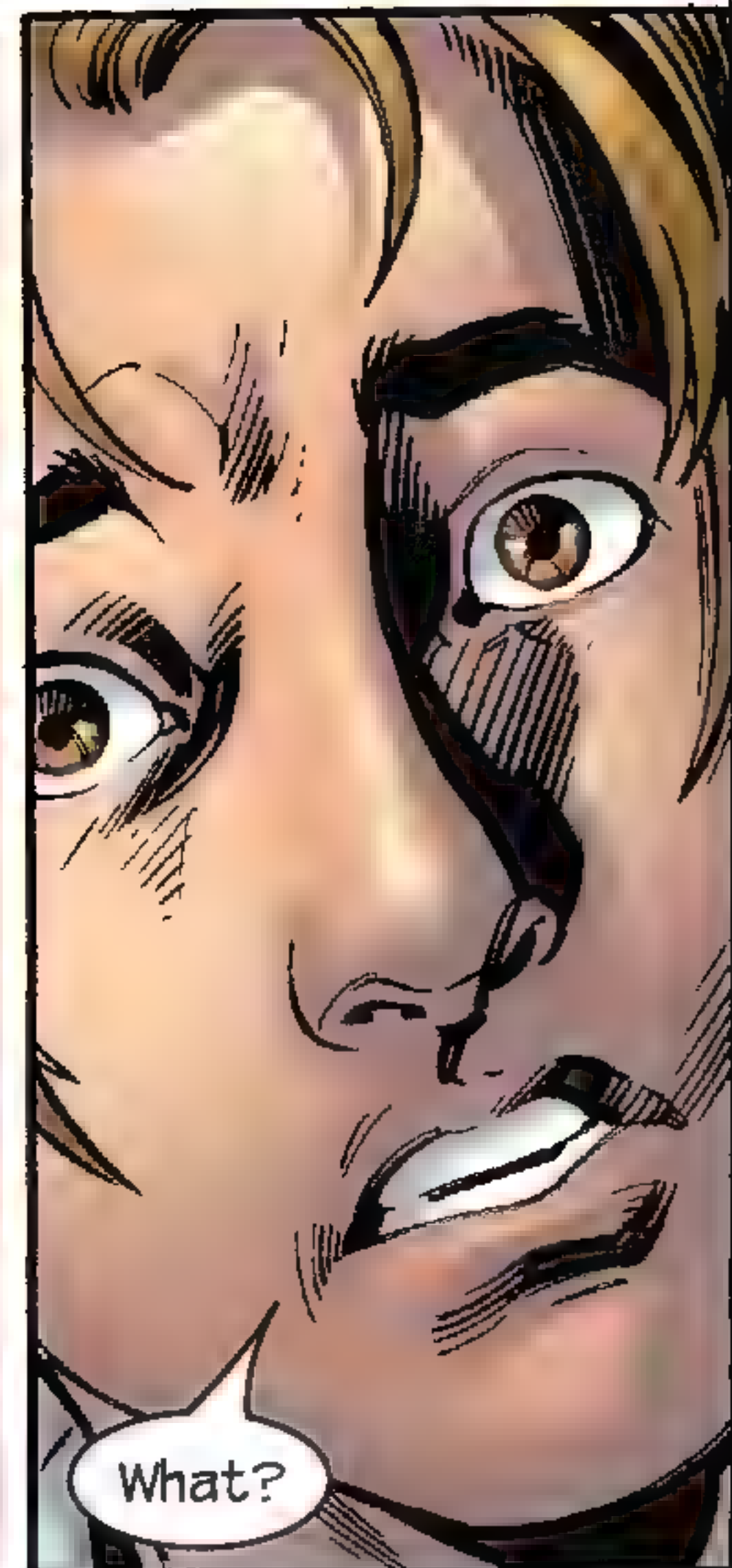
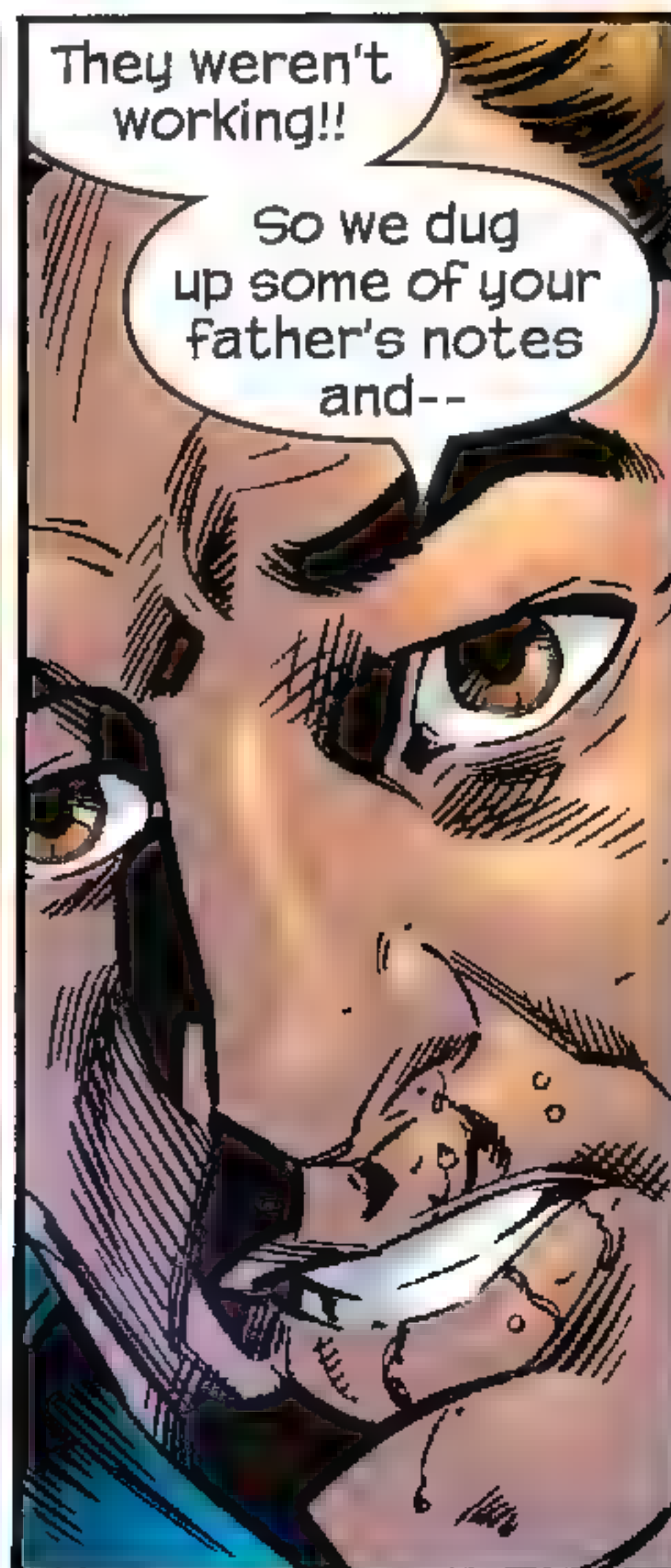
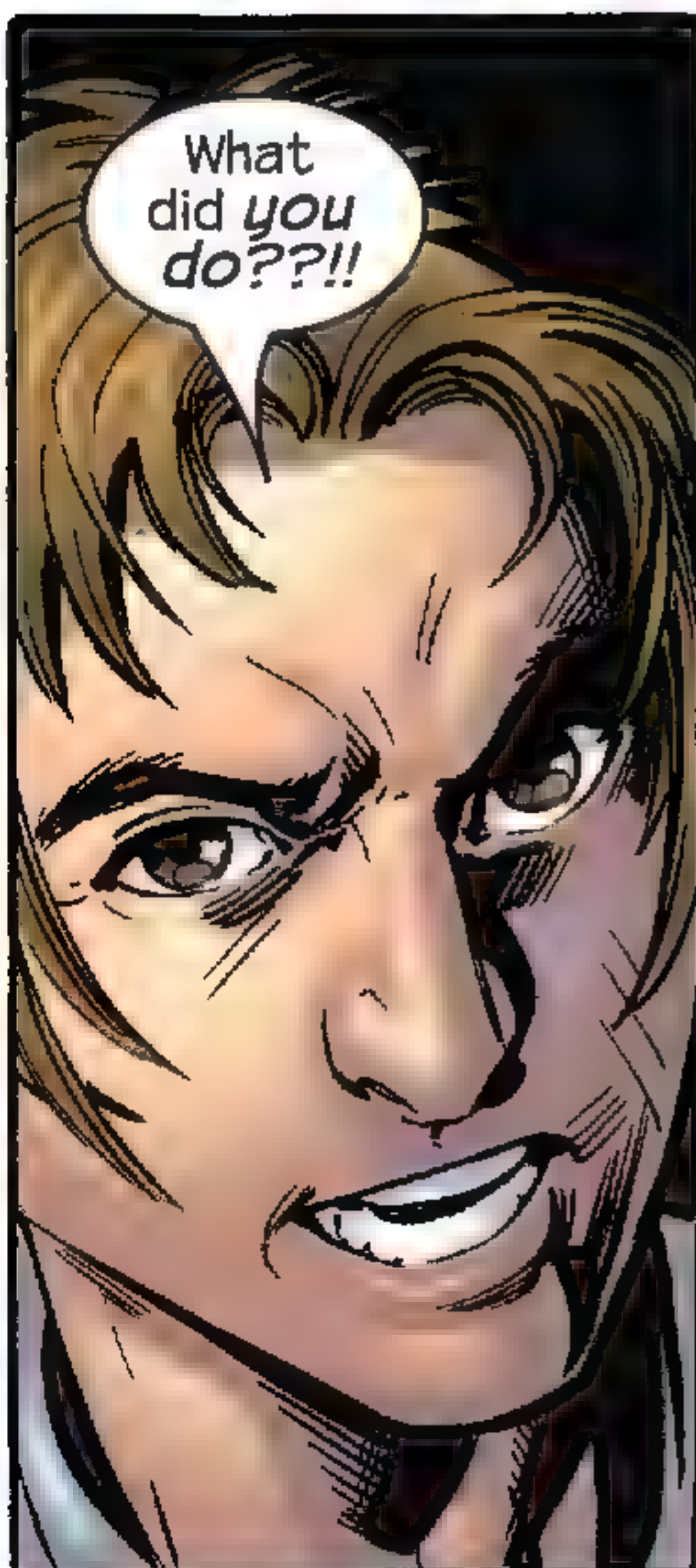
...God!!







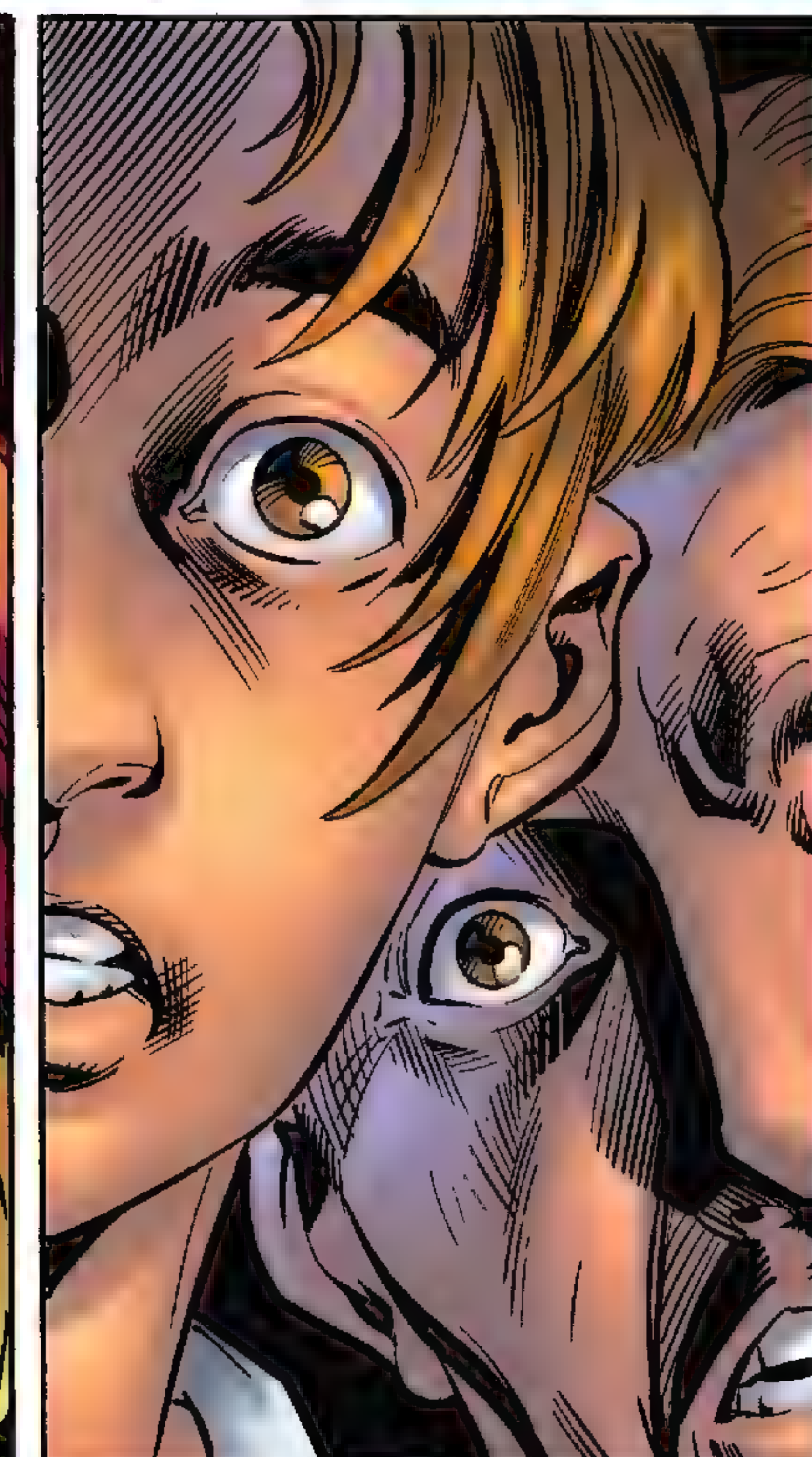
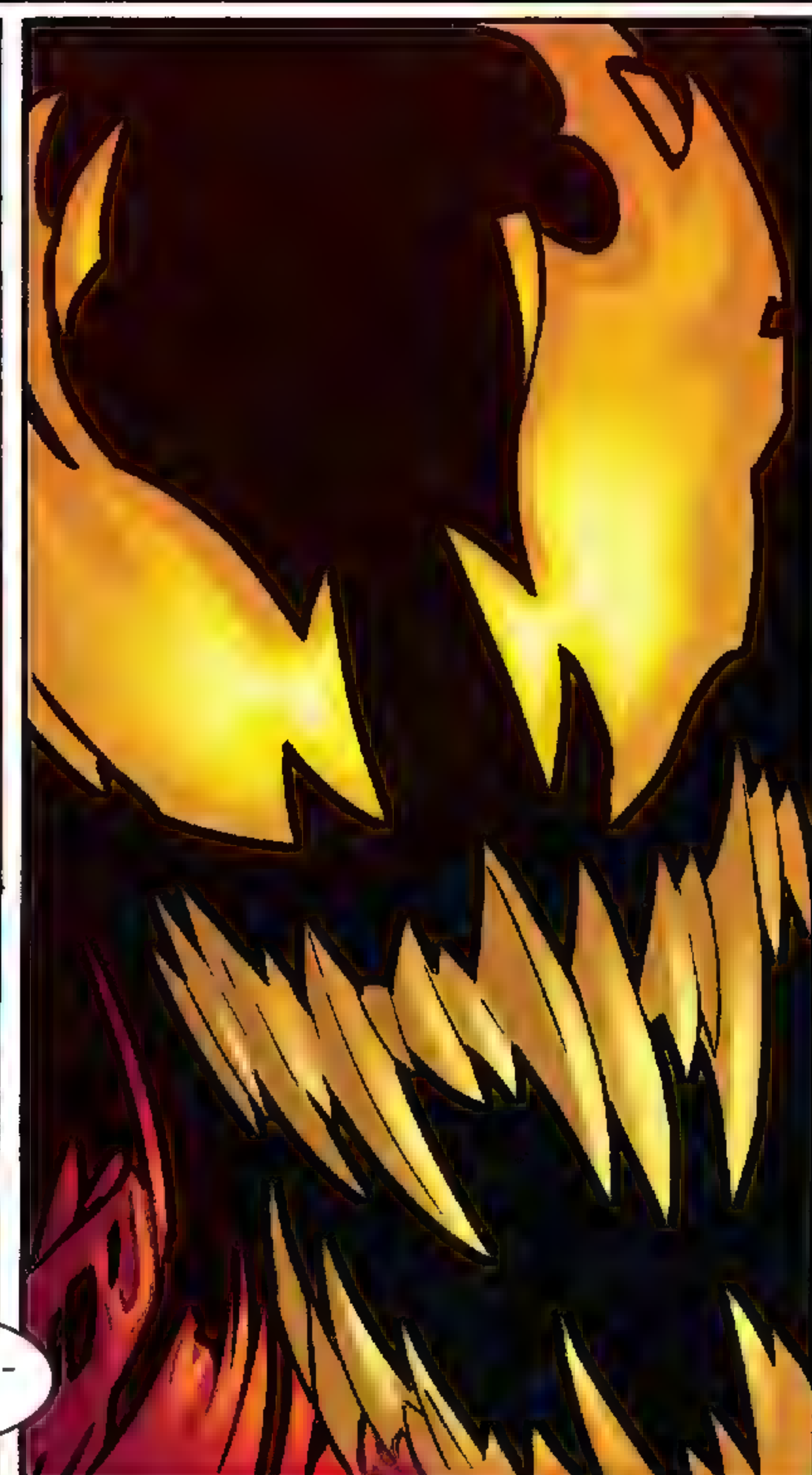


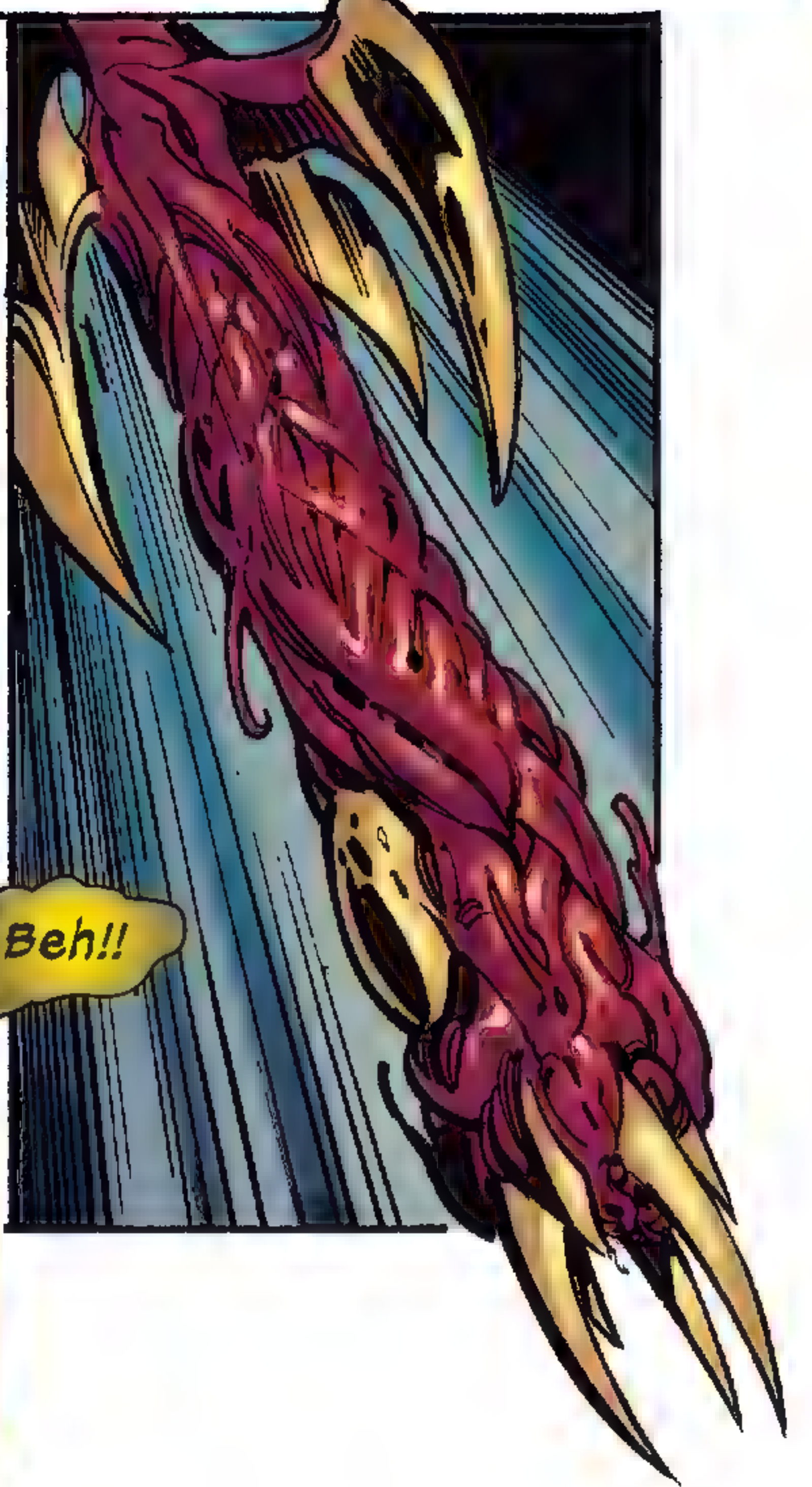
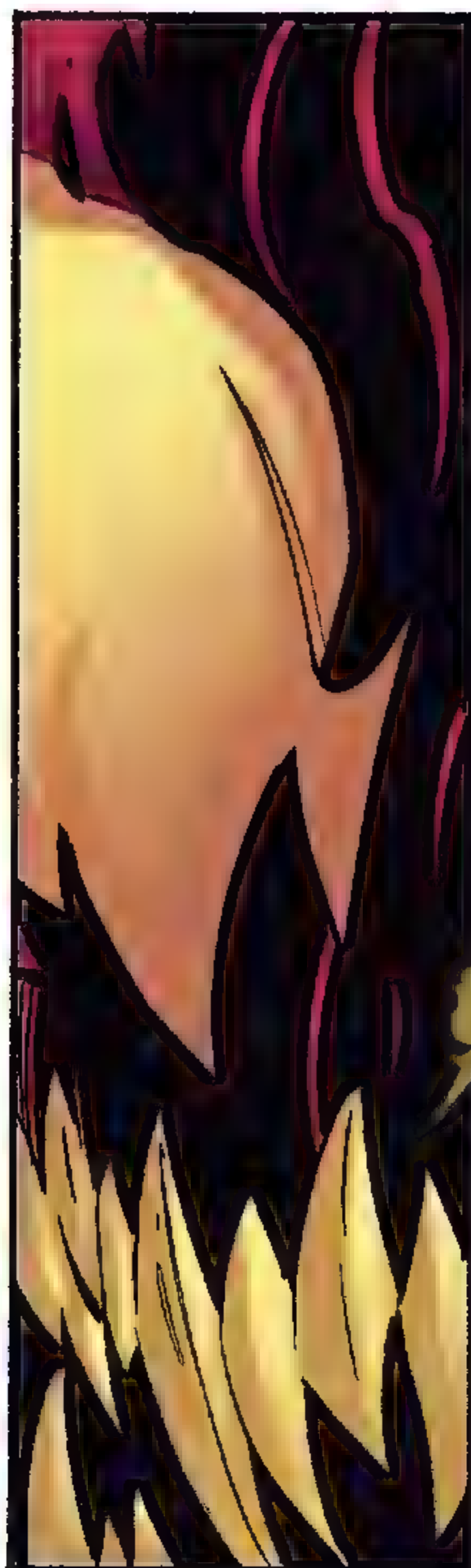
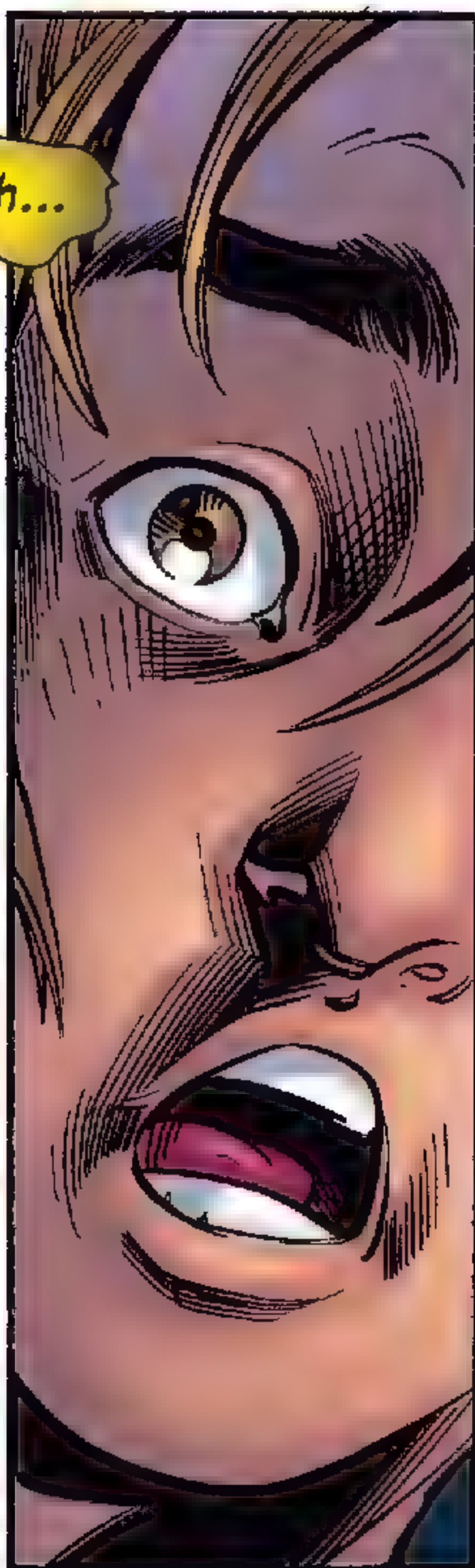
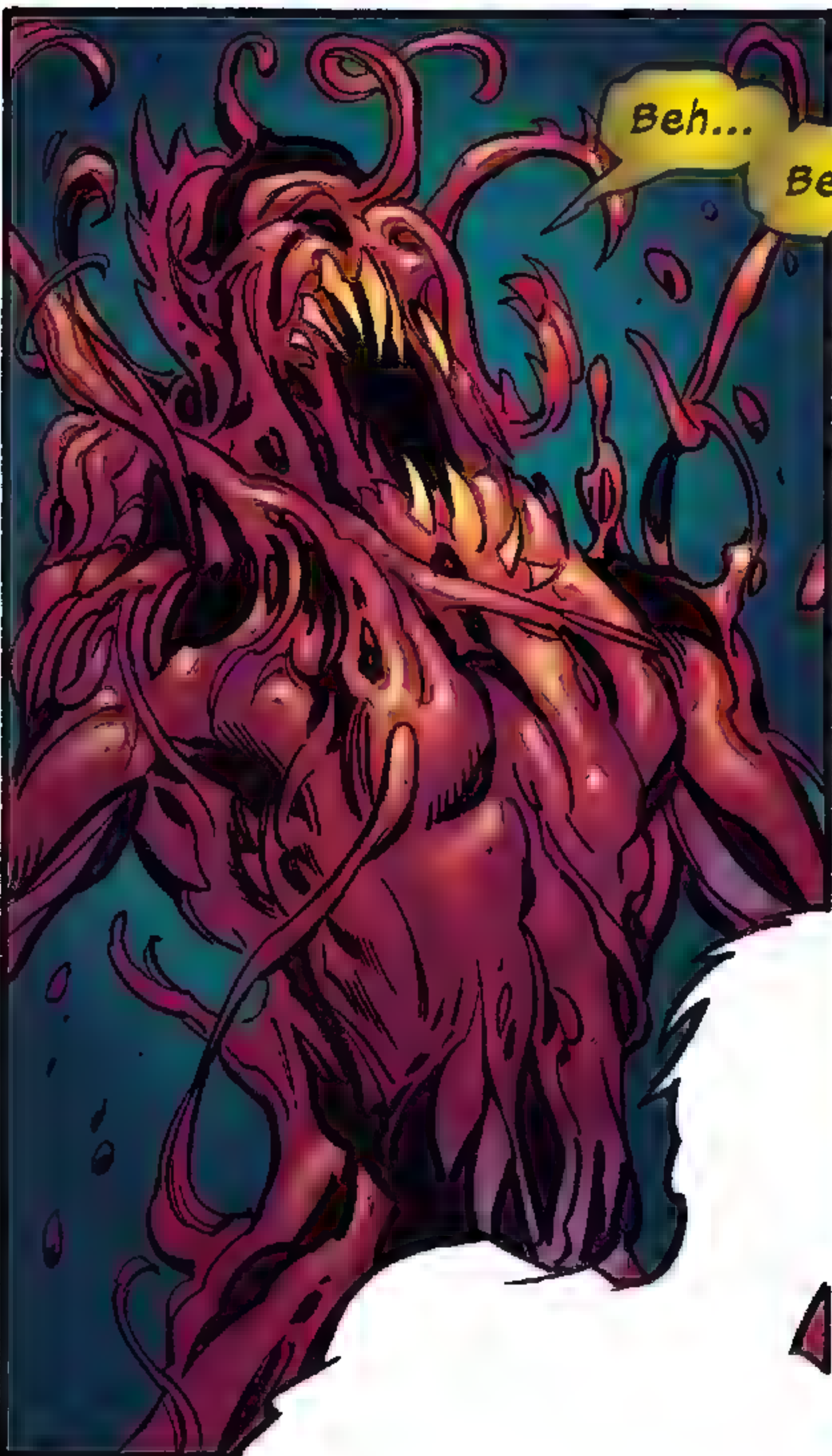
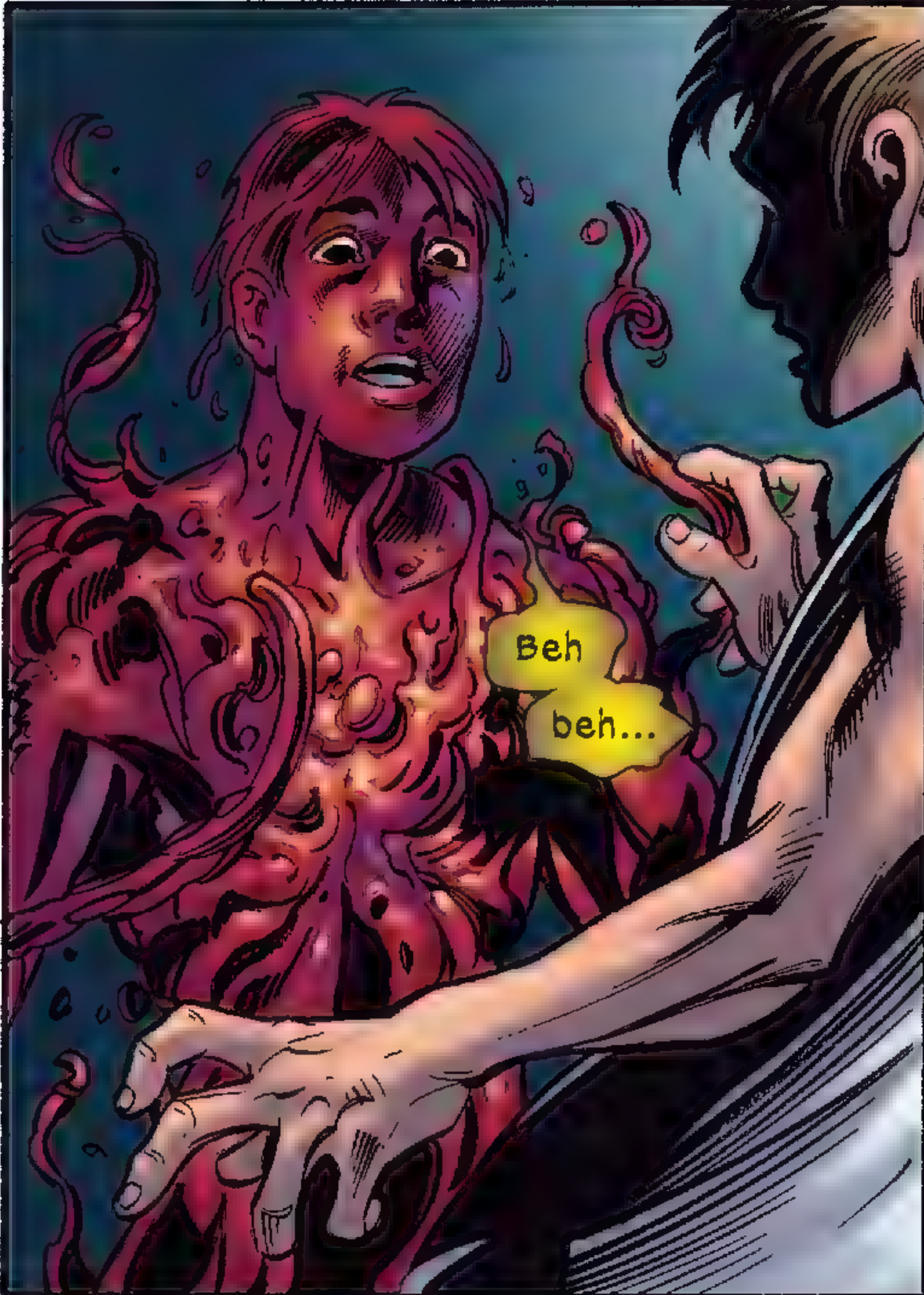
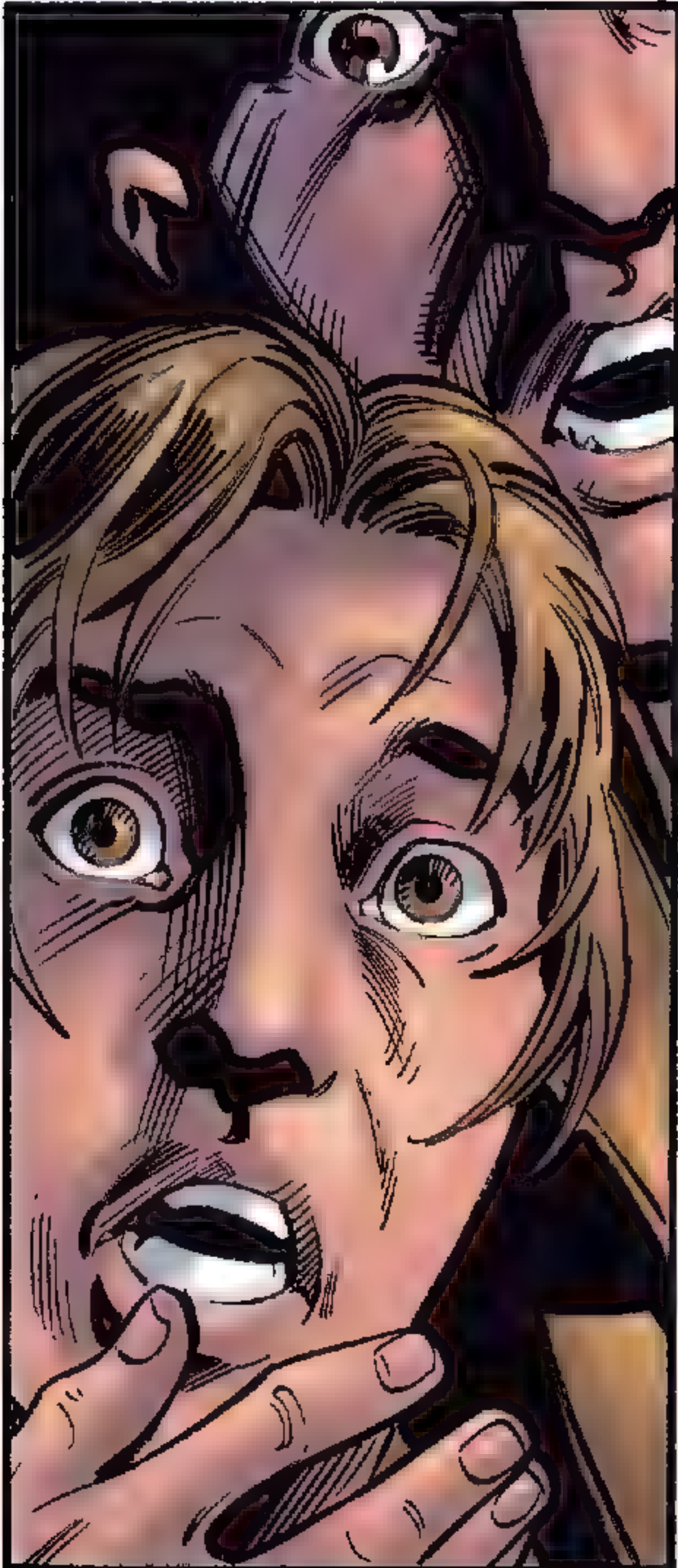


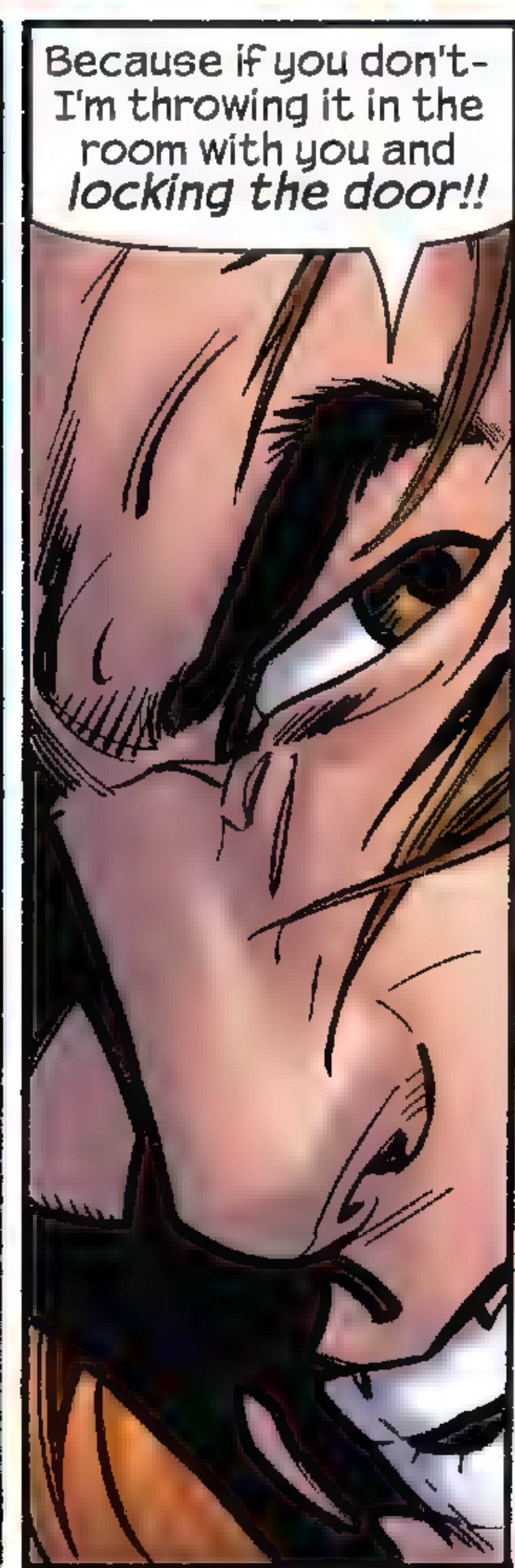
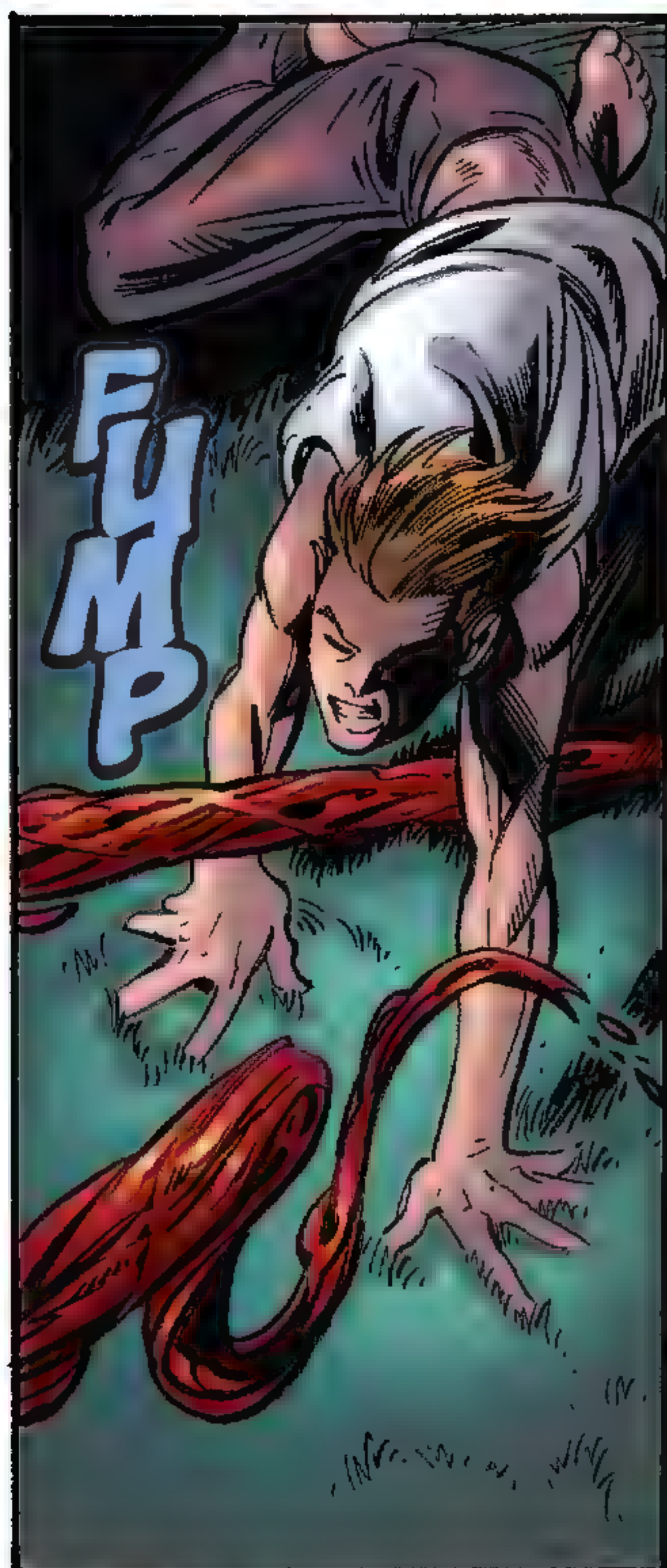


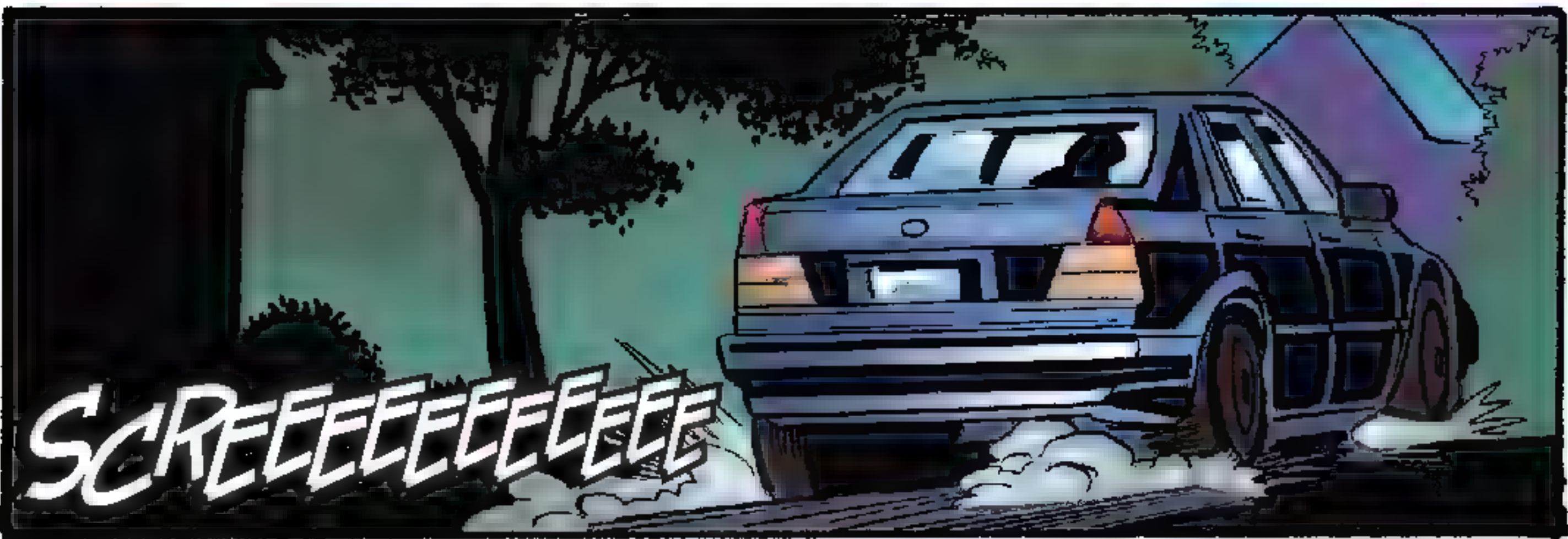
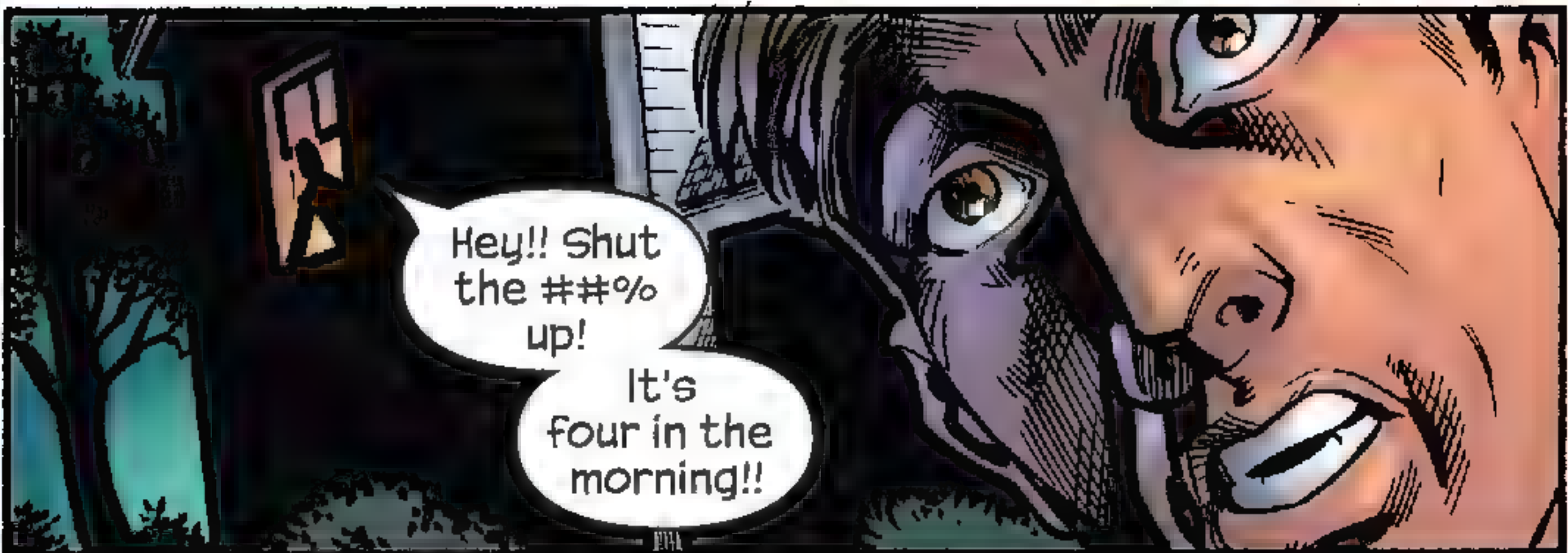
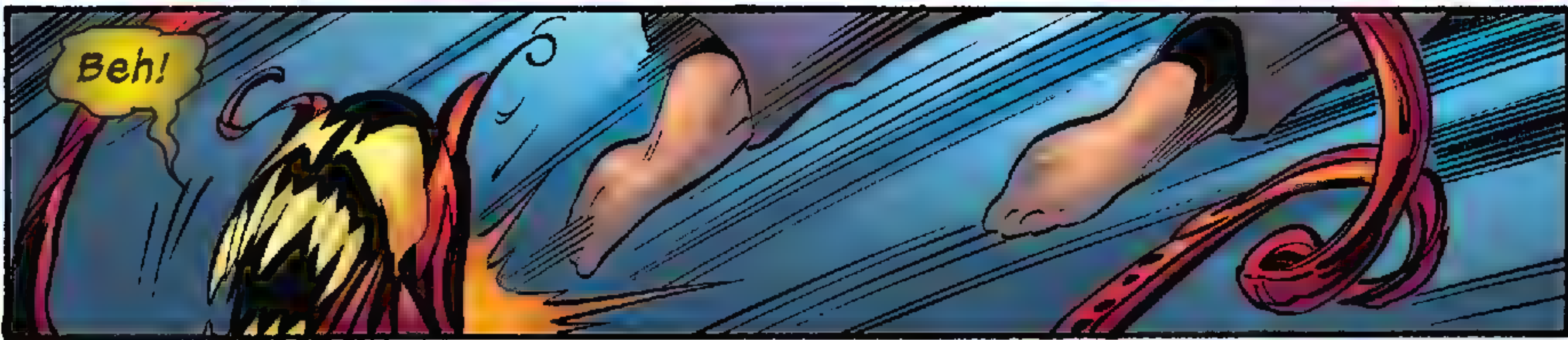














Four o'clock in the morning!!

I am so tired I don't even know my name. My body is screaming for *sleep*.

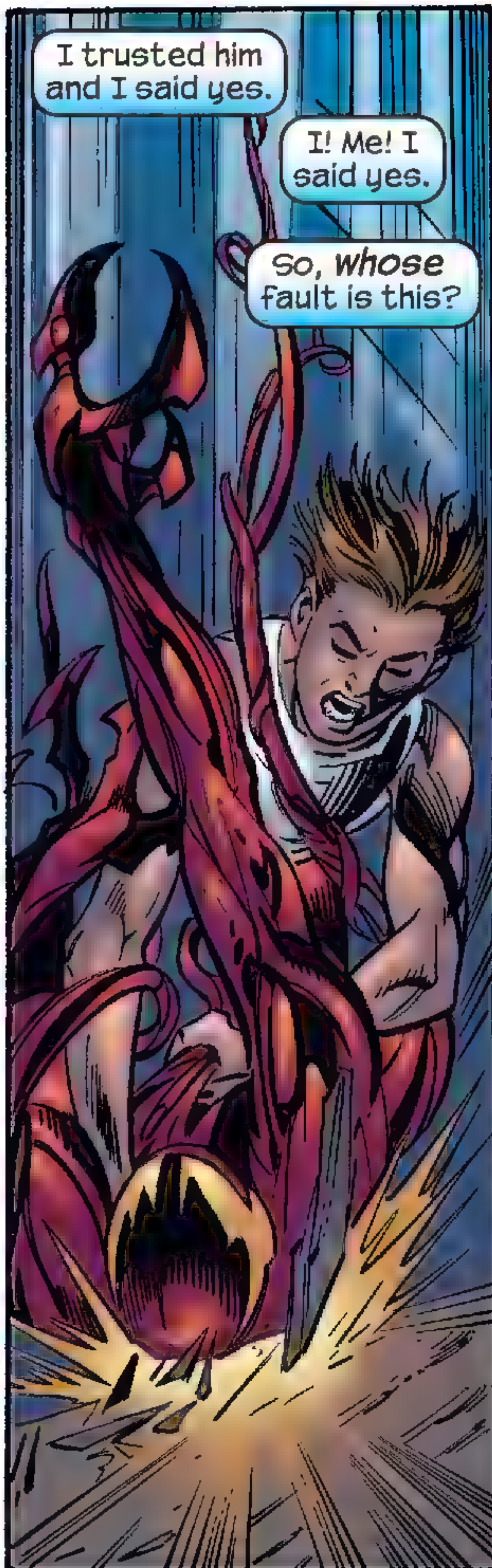
And any way you slice this, it's all my fault.



I *told* Conners he could do this.

(Ah! Gotta keep this thing moving.)

Conners *specifically* asked me if he could poke around with my DNA and I- said- *yes!!*



I trusted him and I said yes.

I! Me! I said yes.

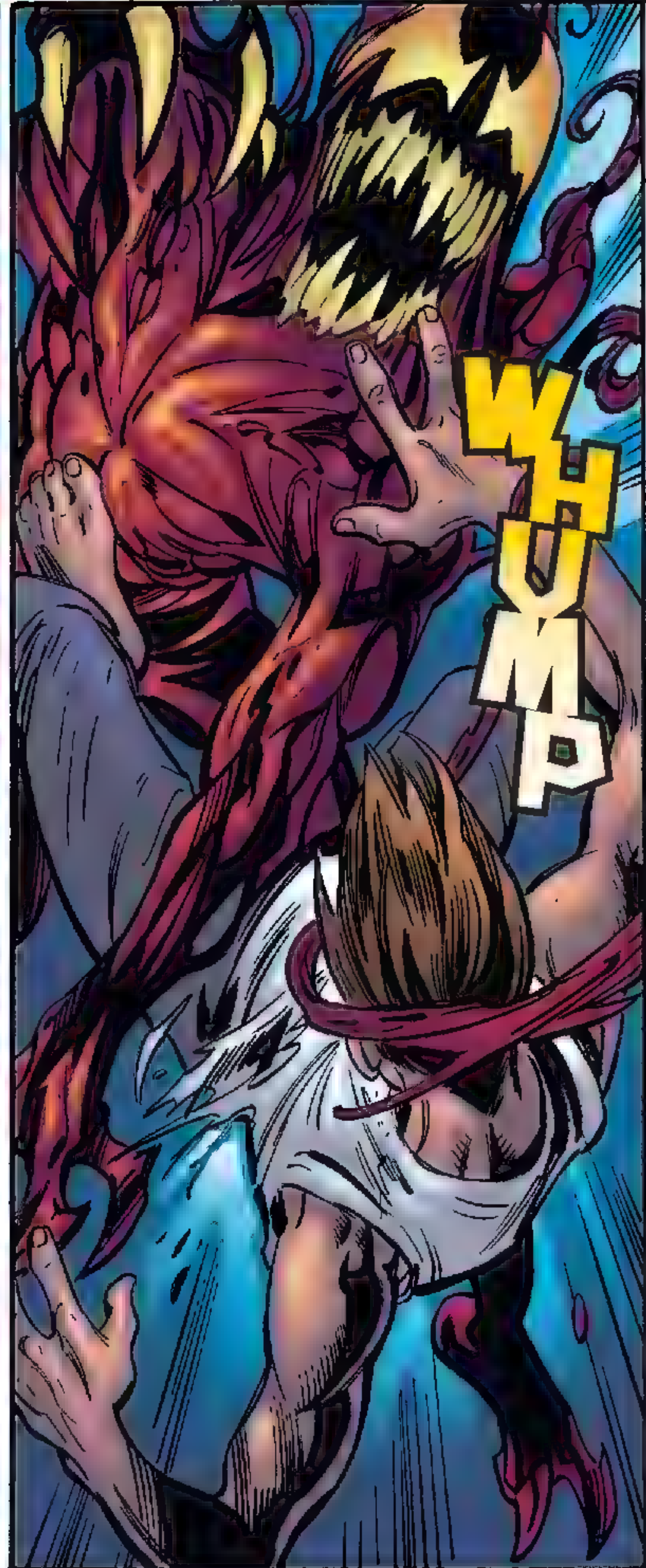
So, *whose* fault is this?



And now this is my- *aaggh!*

Stop it!

And now this is my life.

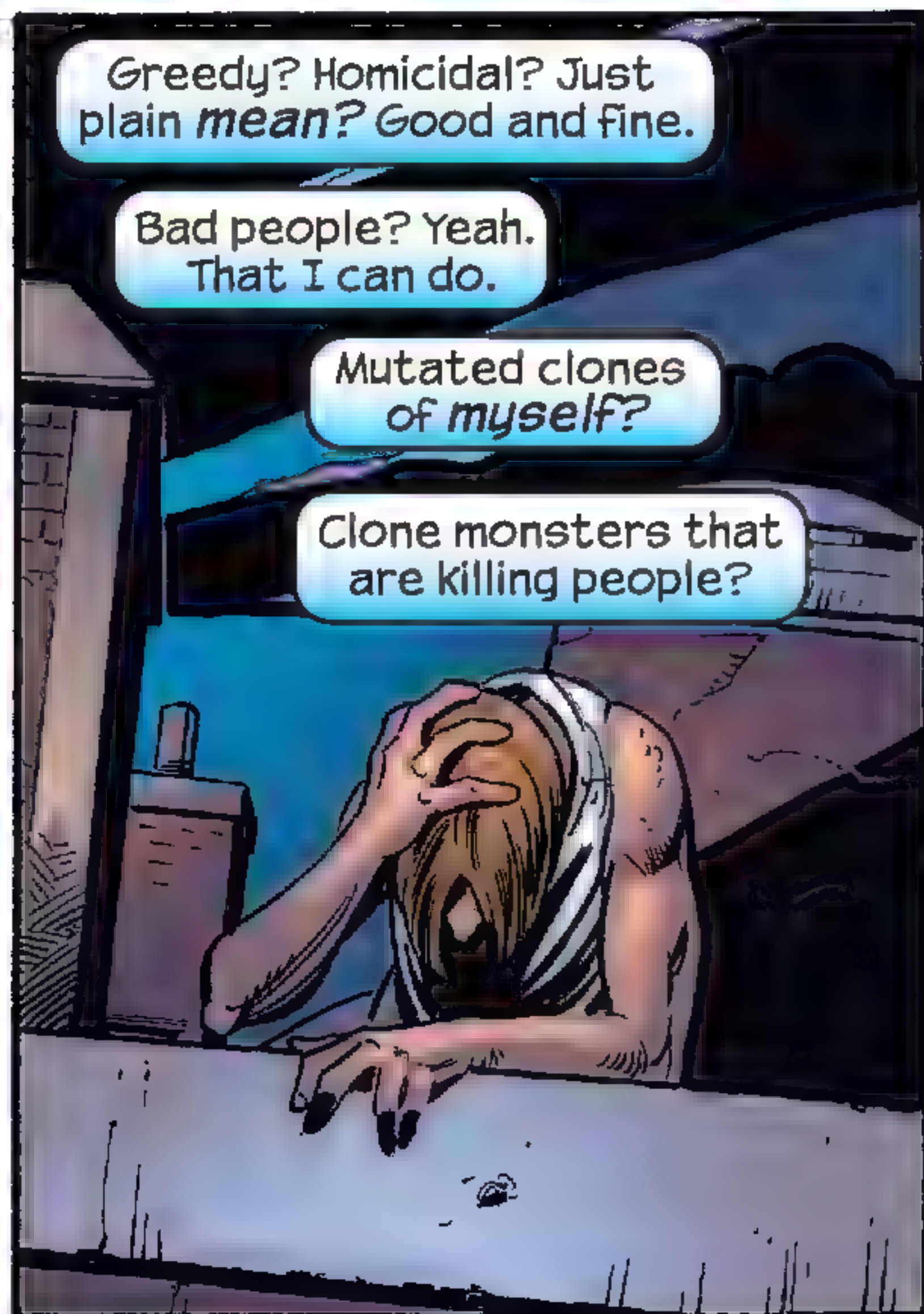


Ow!

I don't want this.

Not one part of it.

Bad guys I can fight.



Greedy? Homicidal? Just plain *mean*? Good and fine.

Bad people? Yeah. That I can do.

Mutated clones of *myself*?

Clone monsters that are killing people?



This is what it has come to?

This is what Spider-Man has brought to the world?

A thing!

With my face on it!

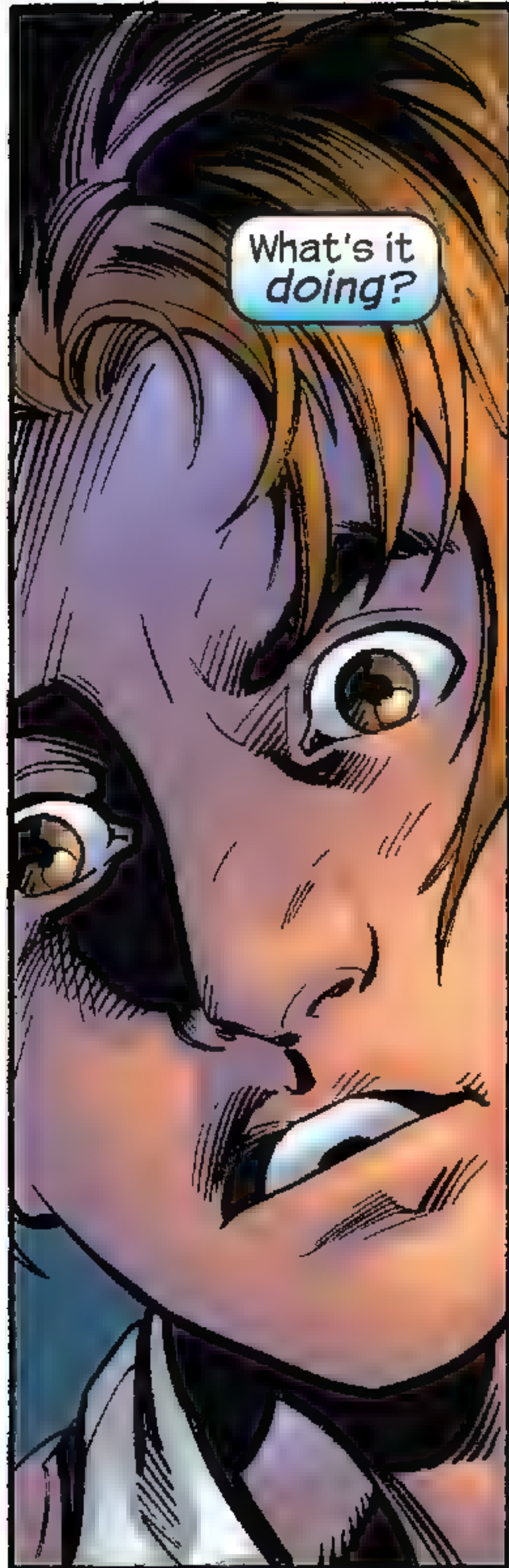
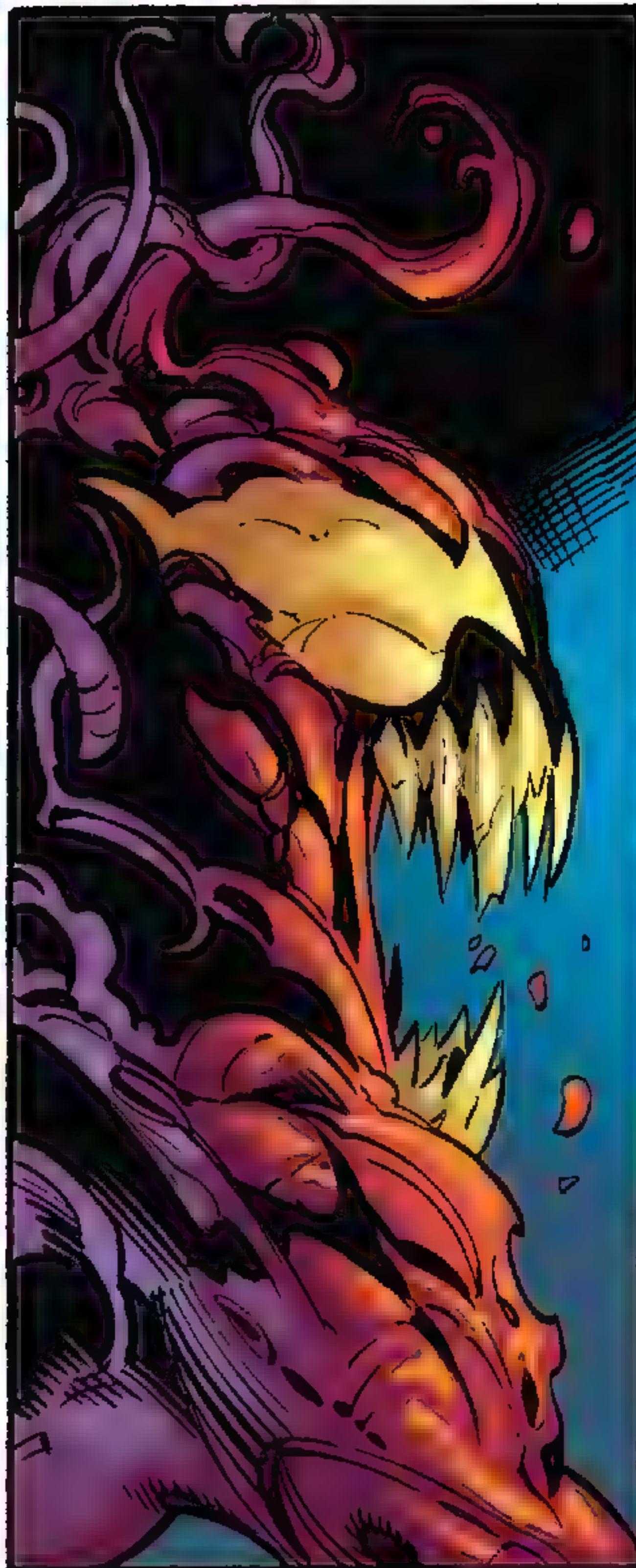
KILLING PEOPLE!!



With great power must also come great responsibility?

I have failed.

I have totally fa- wait- what's wrong with it?



What's it doing?

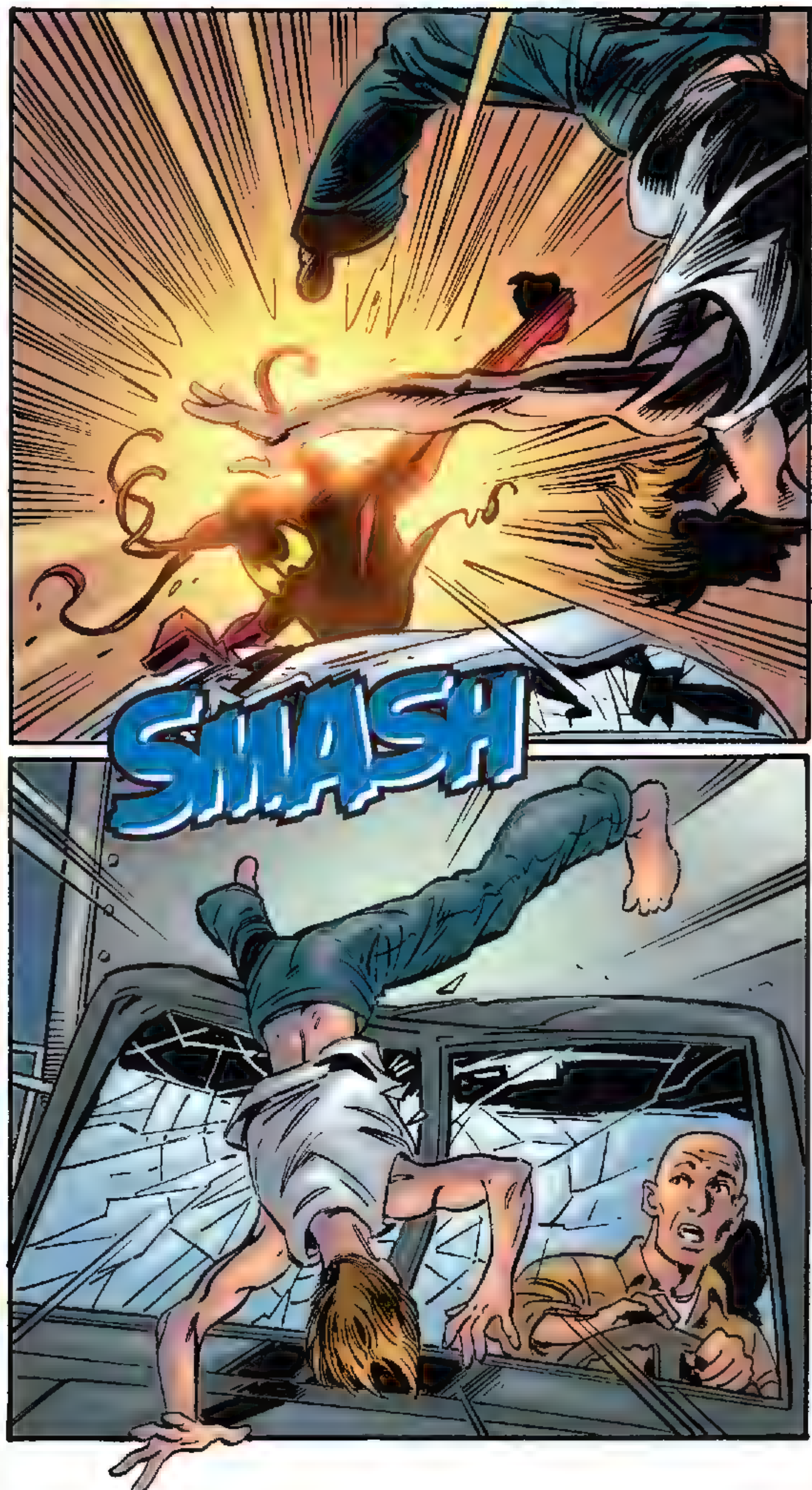
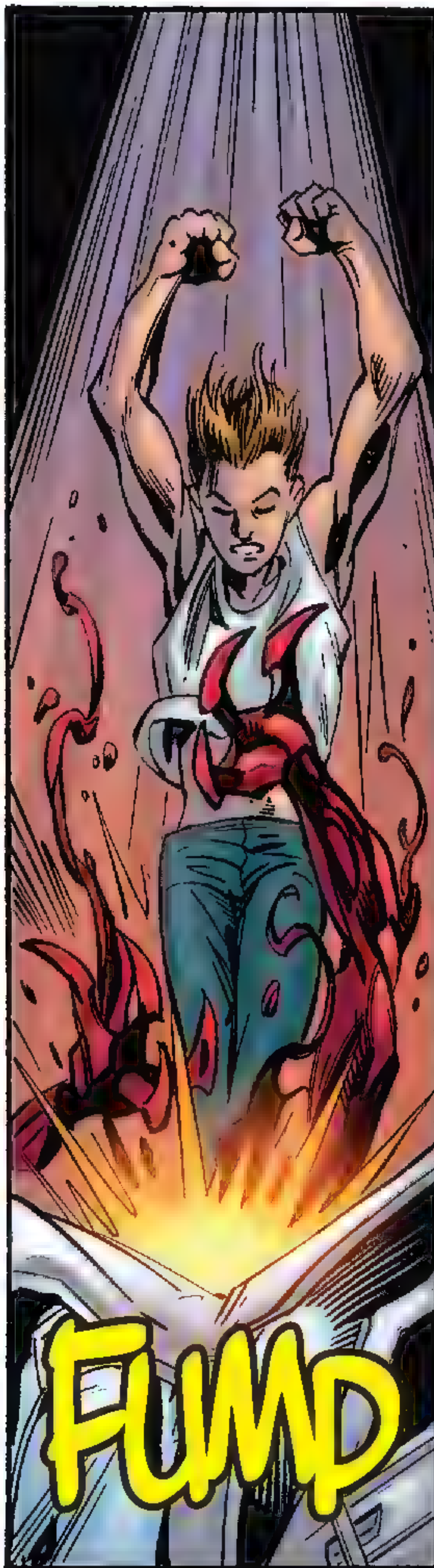
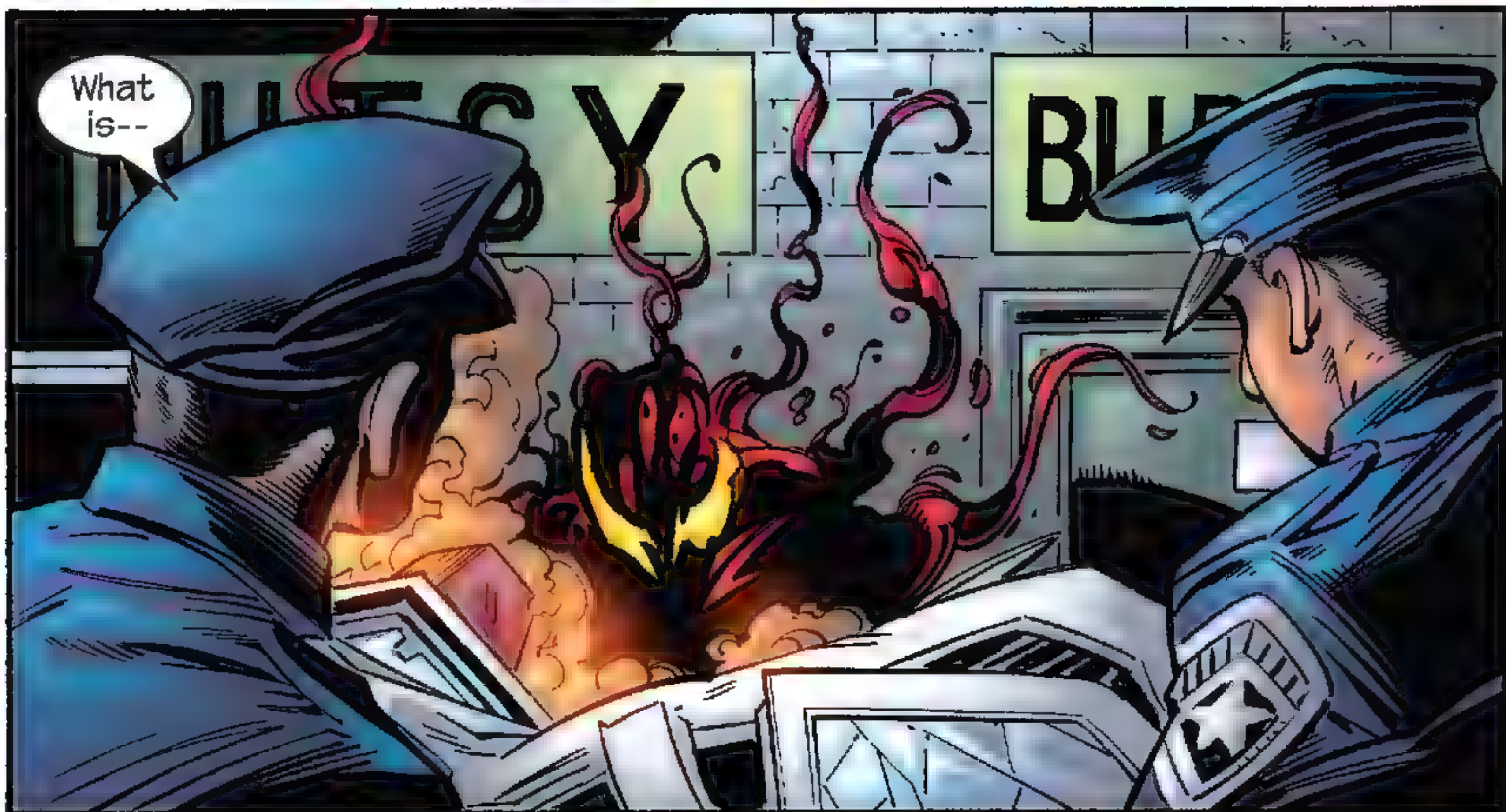


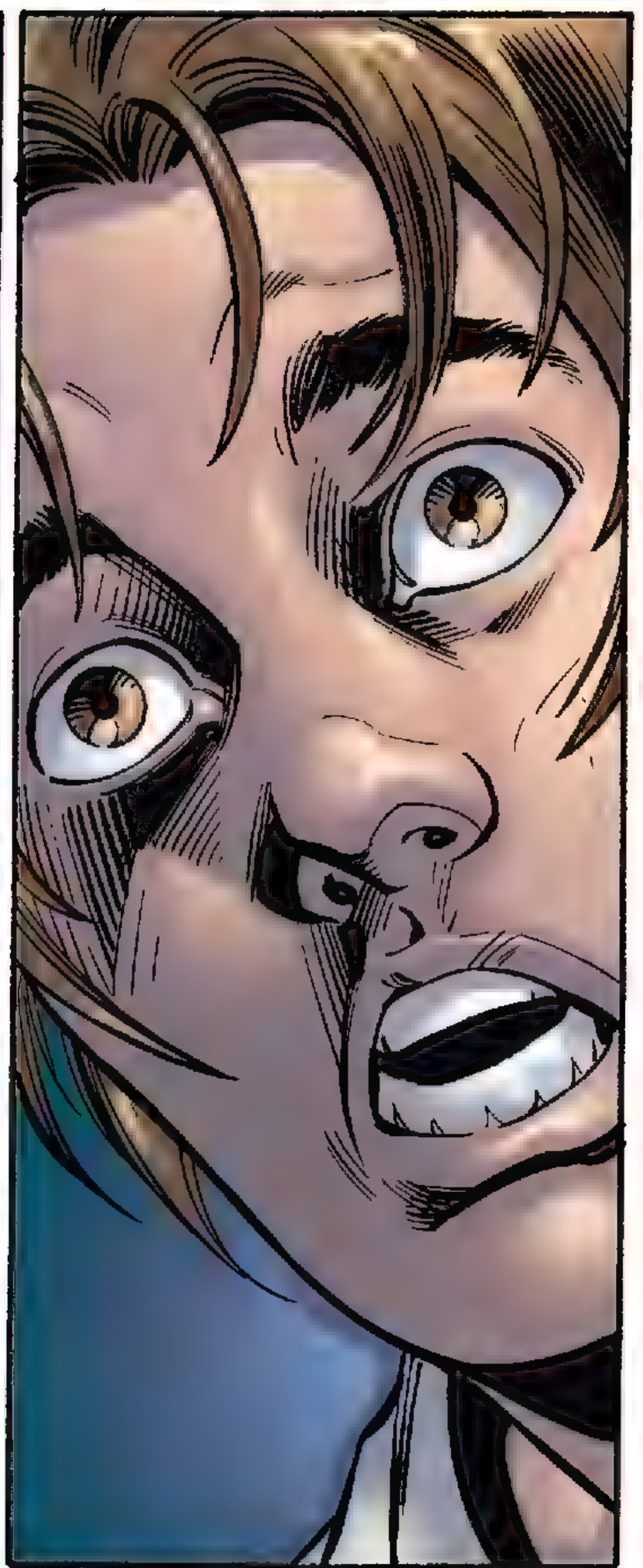
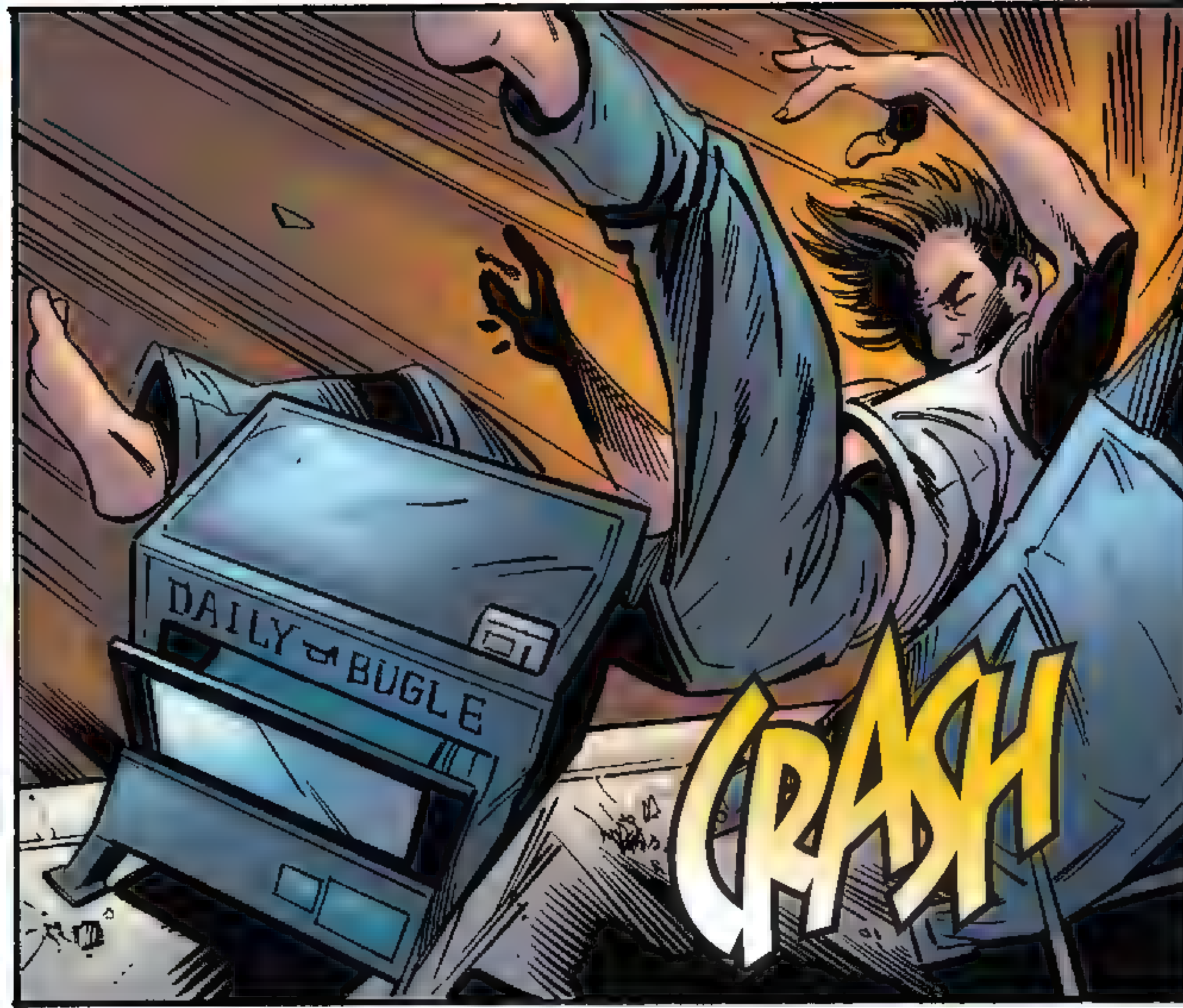
Great!

Now I have to chase it in my underwear.

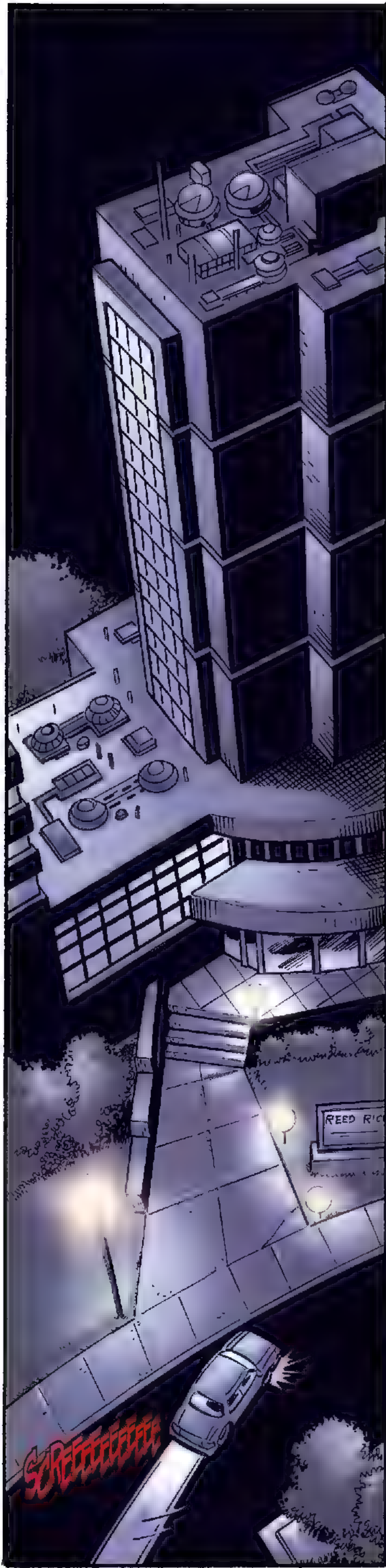


Oh, no...







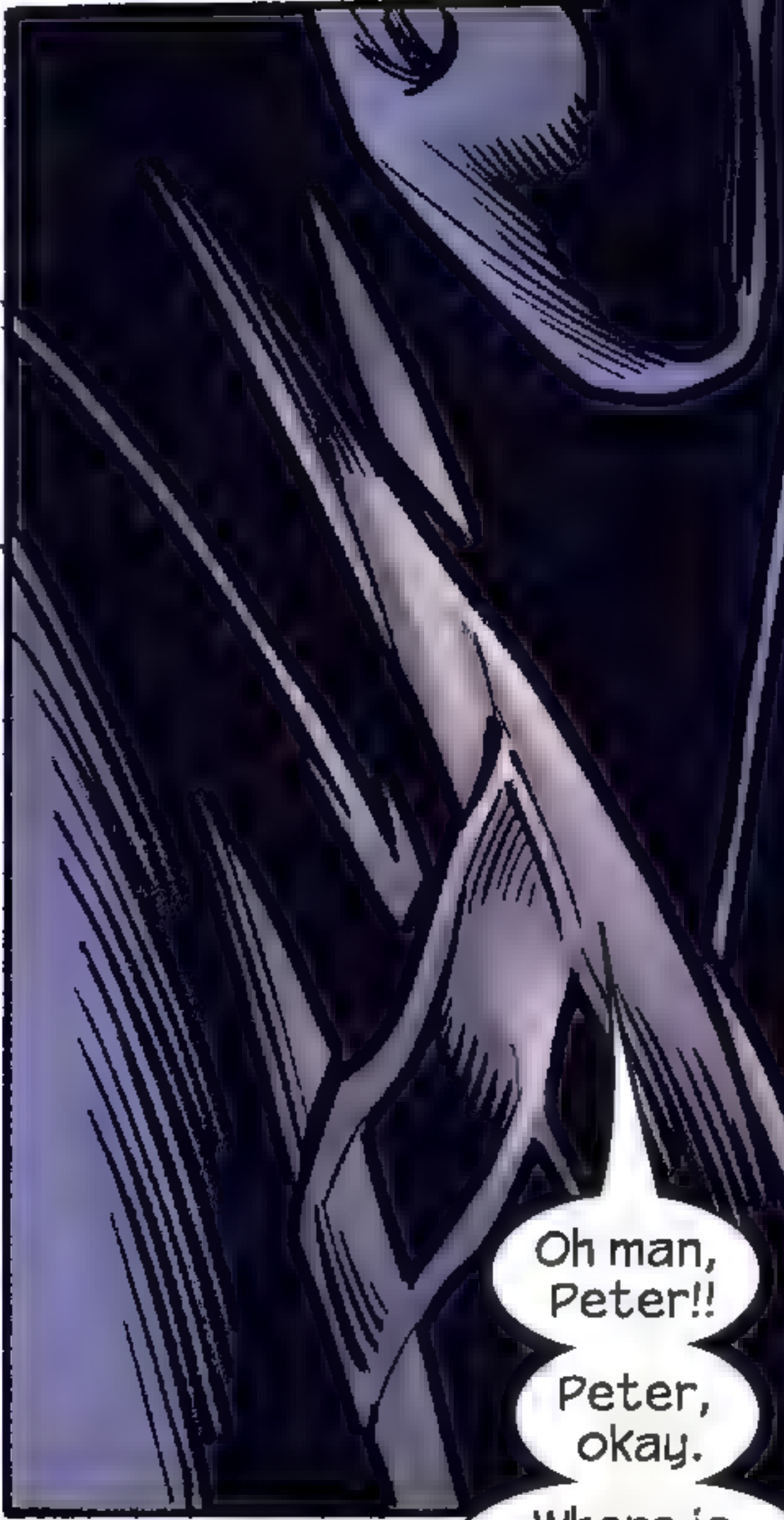


Find some way to *kill* it? I don't even know what kind of mutation it is, let alone if it's even alive--

The splicing was such an organic--



Just have to go over the notes and see--
ohmygod!!



Oh man, Peter!!

Peter, okay.

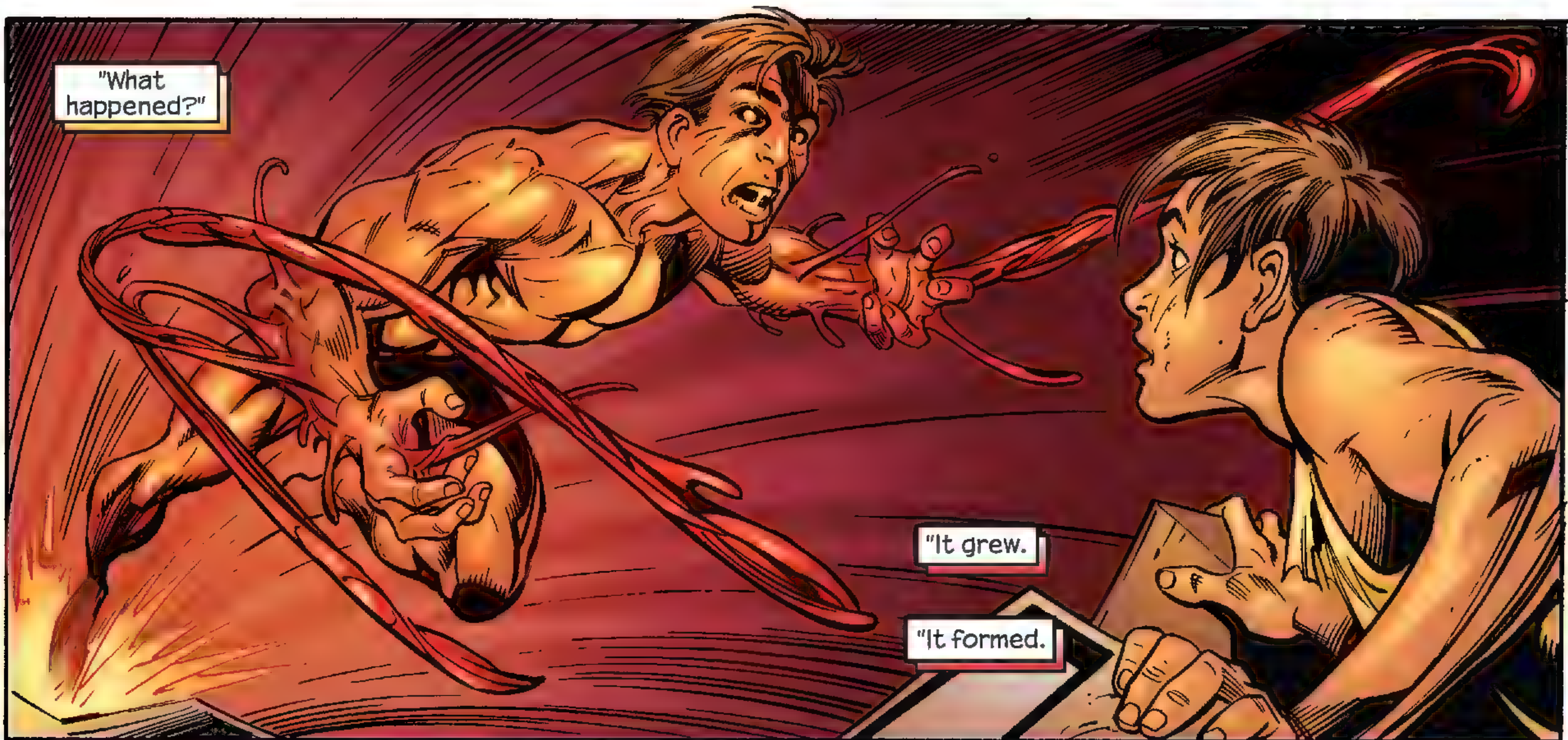


Where is he- it? Where is it? What happened?

It's done.

What happened?





"What happened?"

"It grew."

"It formed."



"It grew itself into something that I knew meant it was either me or it."



"It was either me...or it."

"It wanted *me*!"

"And it was only then and there that I understood why."

"I understood it needed *me* to live."



AAGGRRH!

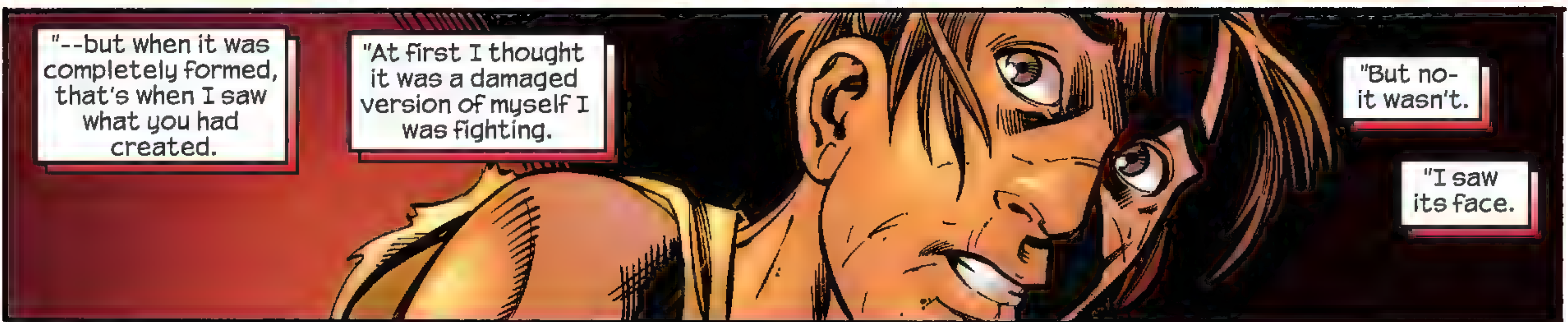
"It looked like it needed to constantly *rebuild* its damaged DNA matrix by- by *feeding* off people."

"I think it needed me in particular because we share DNA. That's why it was at my house."

"I don't know if it *knew* that's why it was coming at me or not--"

AARRGHH!!

SMASH

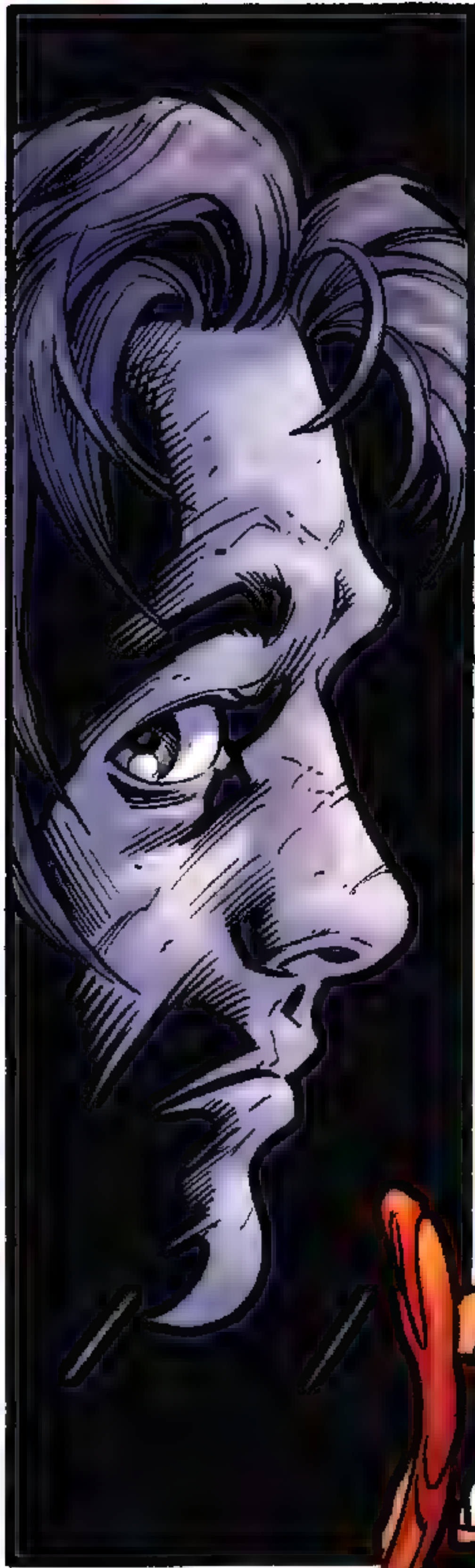
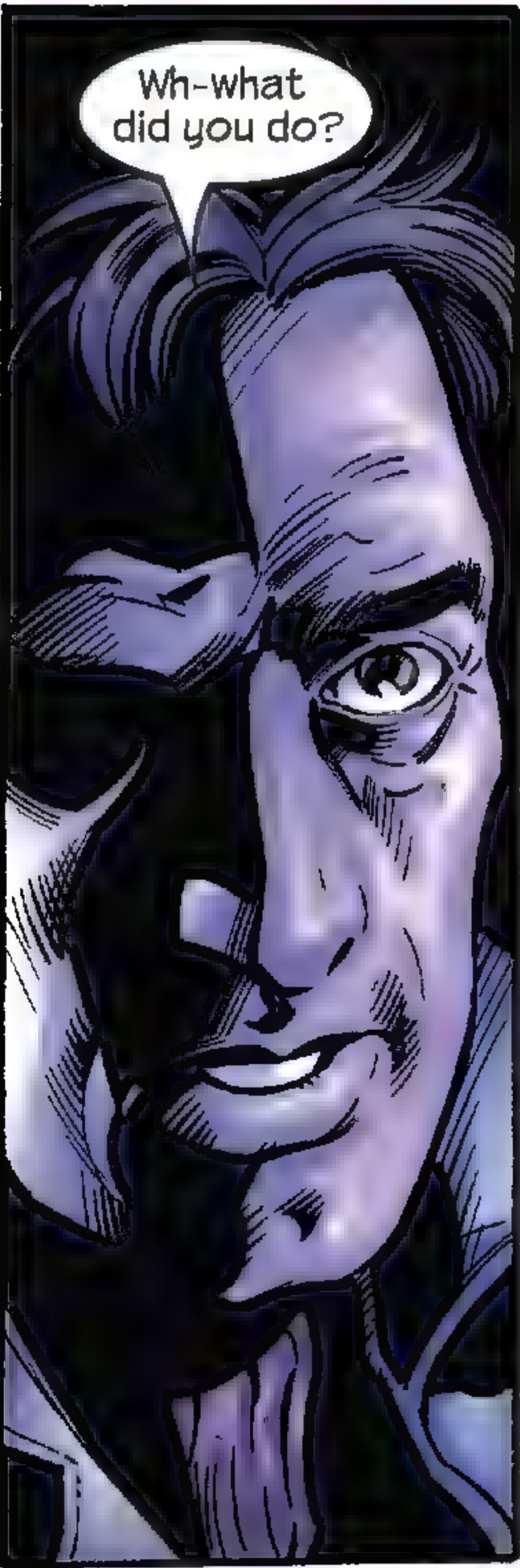
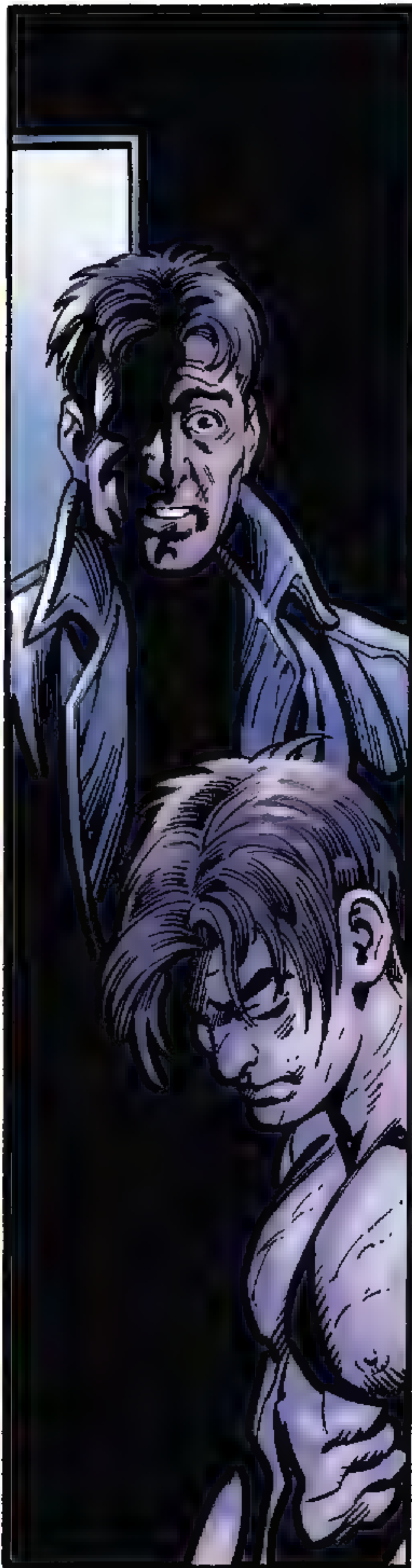
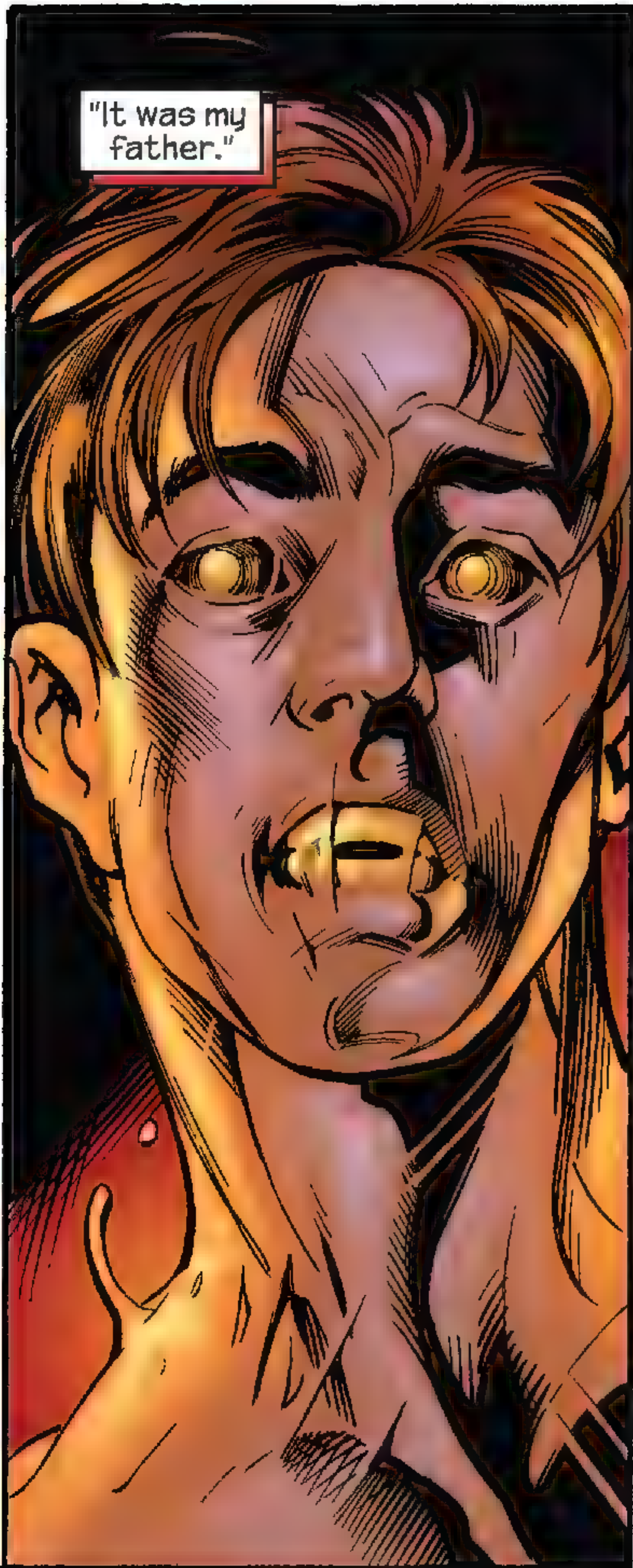


"--but when it was completely formed, that's when I saw what you had created."

"At first I thought it was a damaged version of myself I was fighting."

"But no- it wasn't."

"I saw its face."



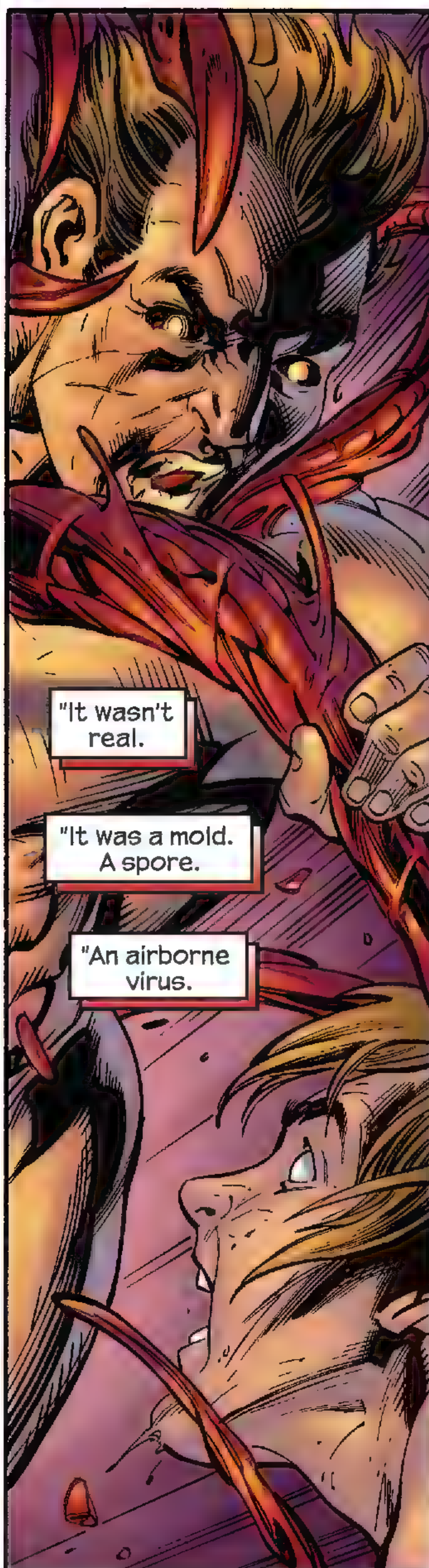


"I stopped thinking."

"I just did what I knew I had to do."

"Fact is, this thing wasn't alive."

"It was never alive and it was never going to be."



"It wasn't real."

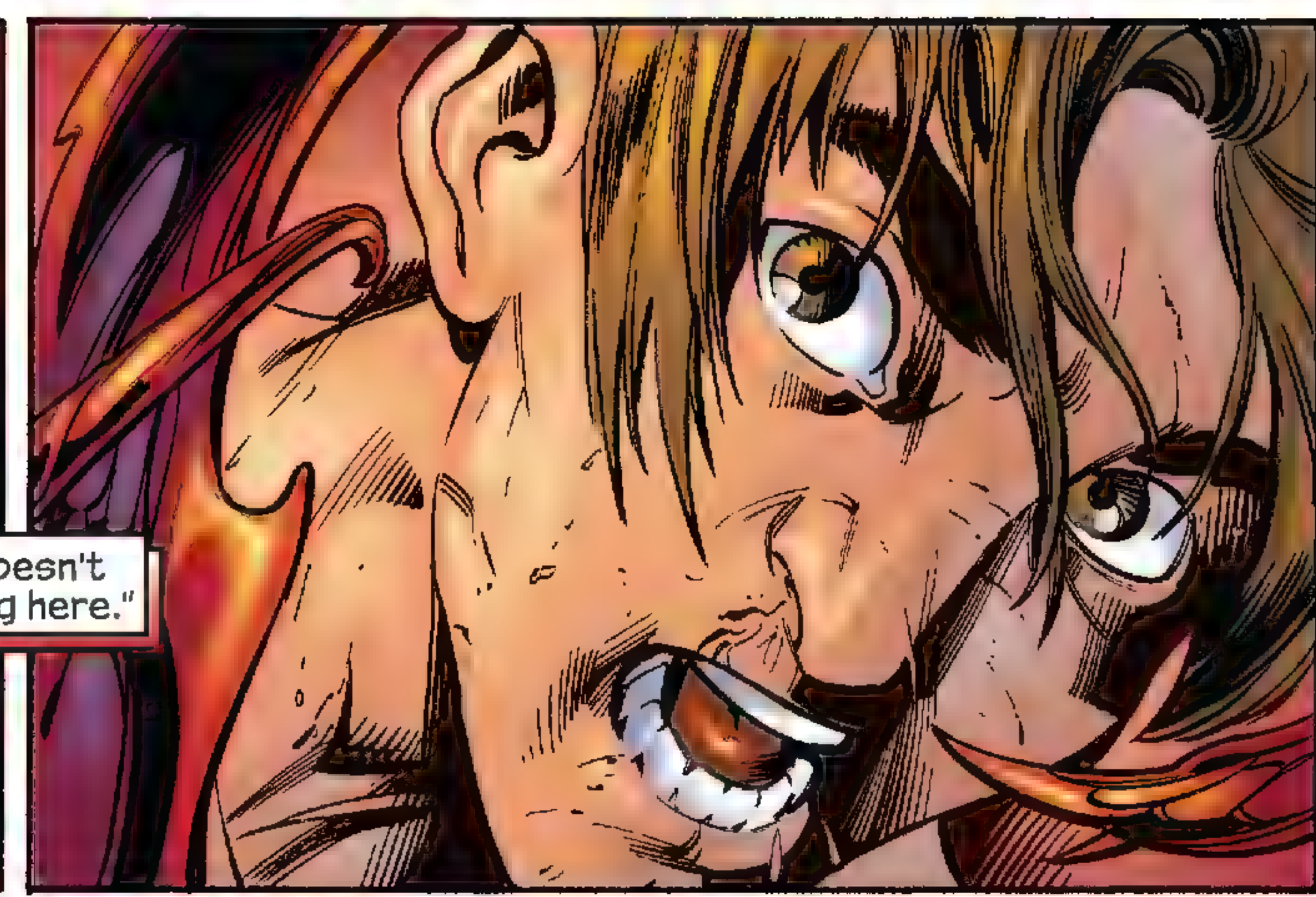
"It was a mold. A spore."

"An airborne virus."

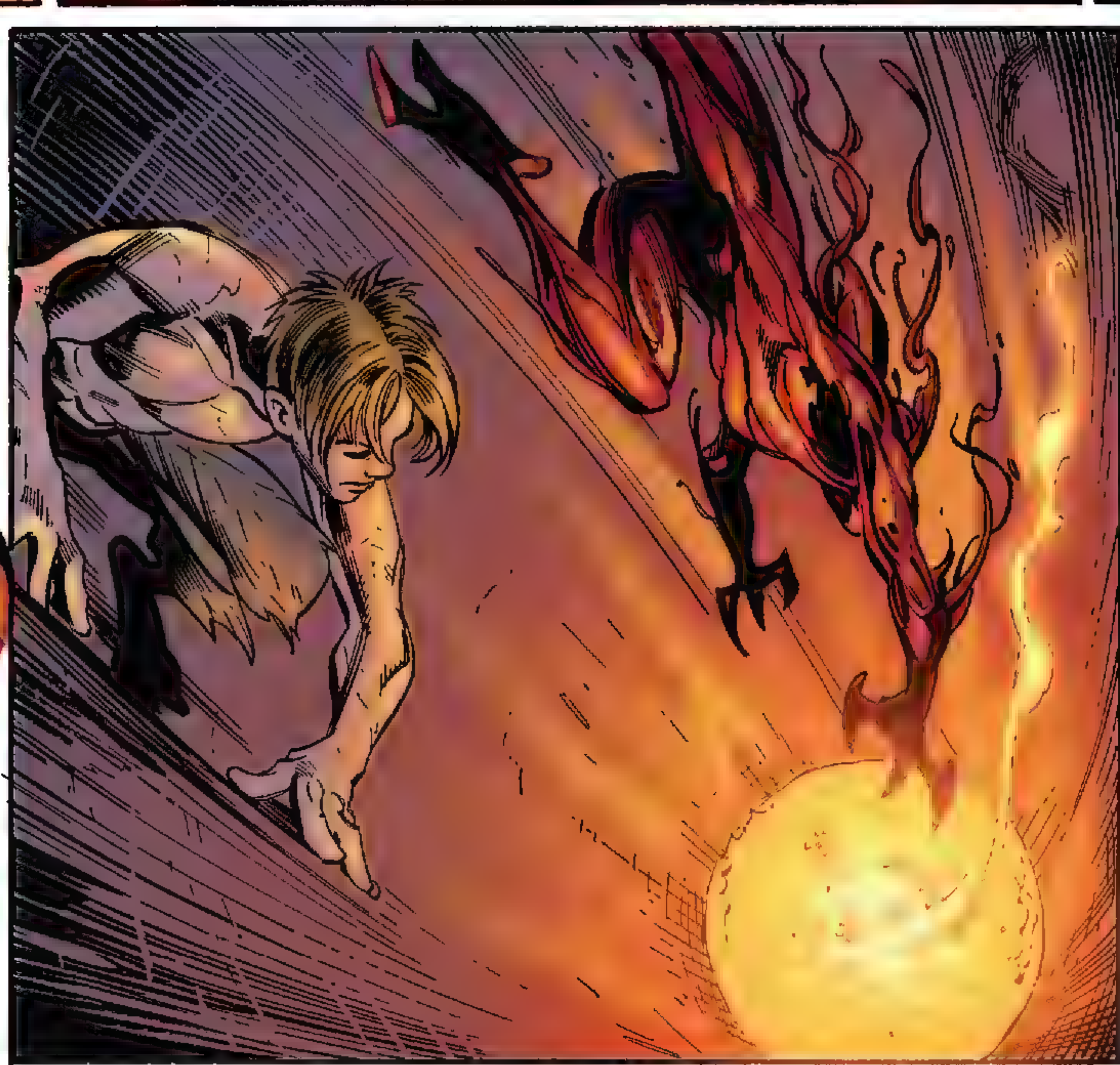
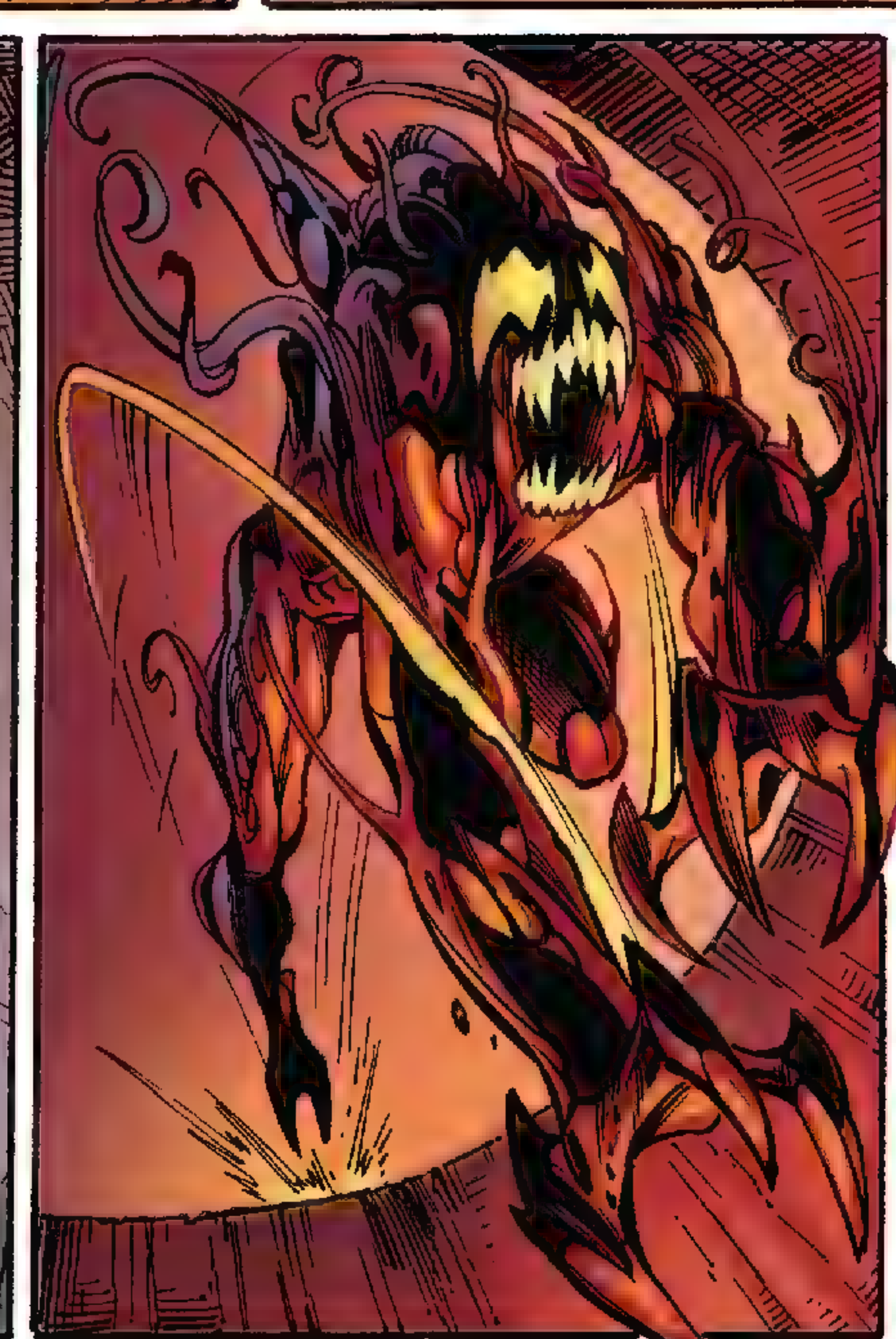
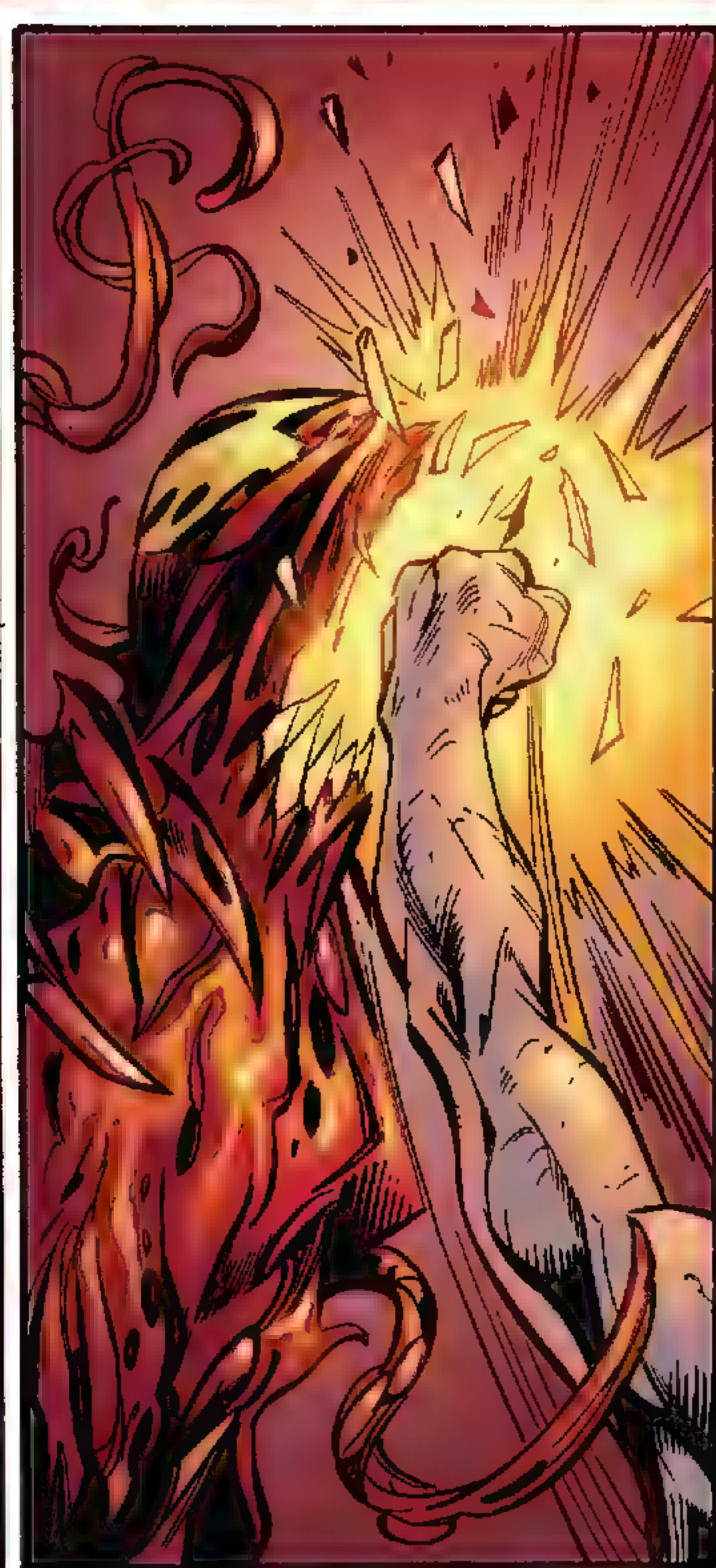


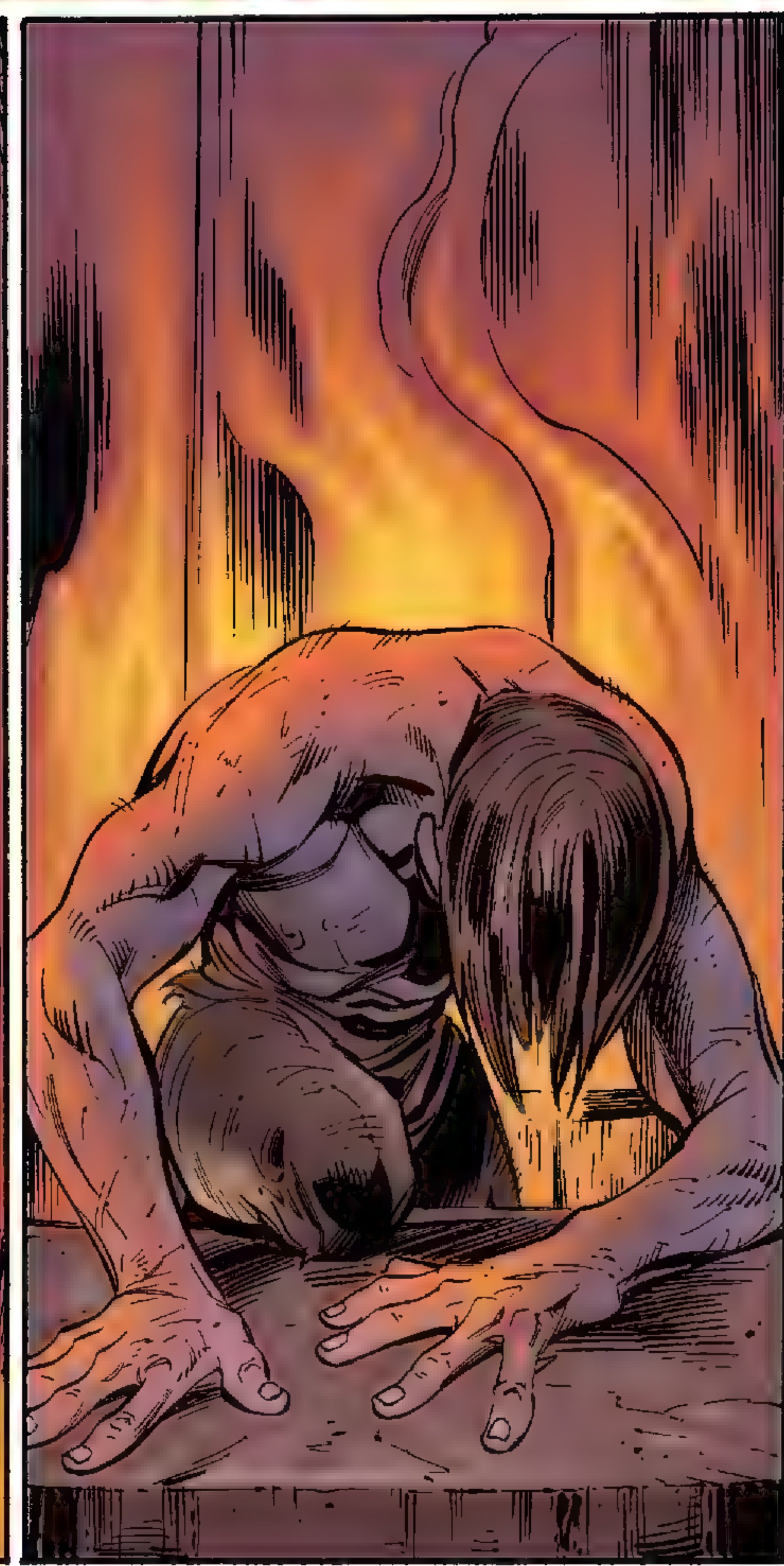
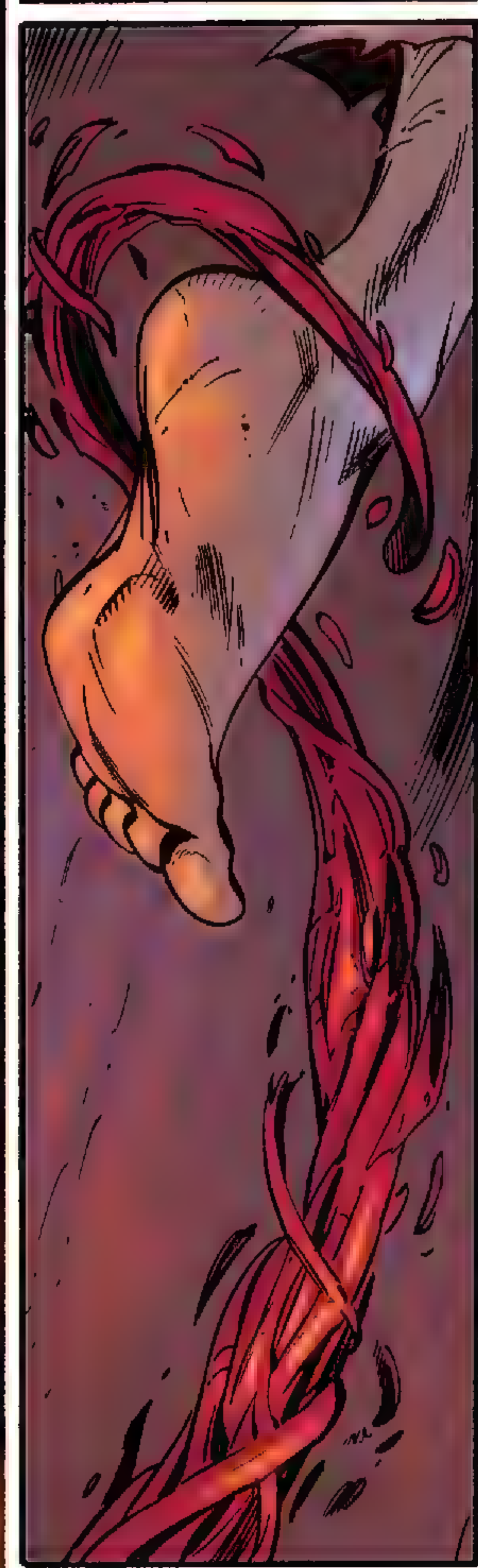
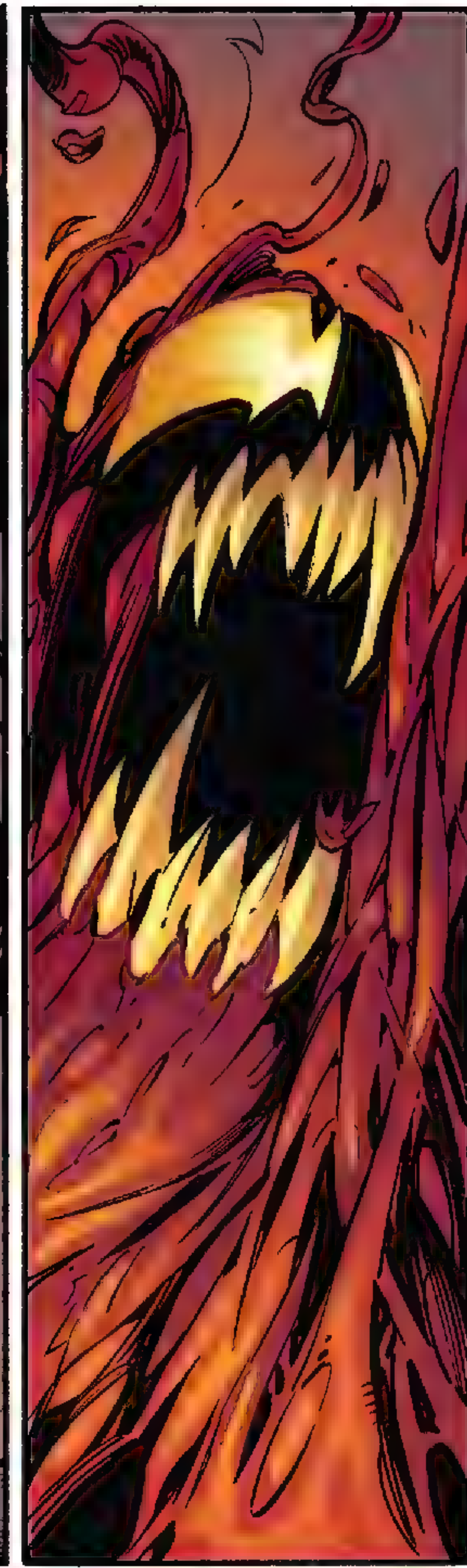
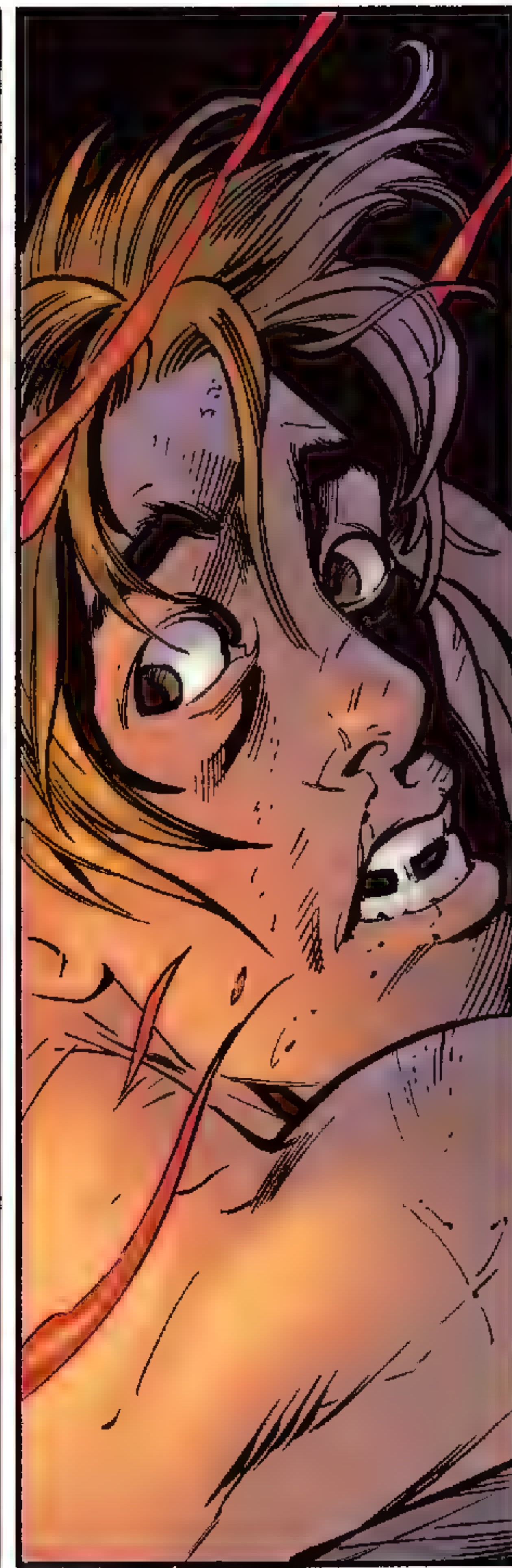
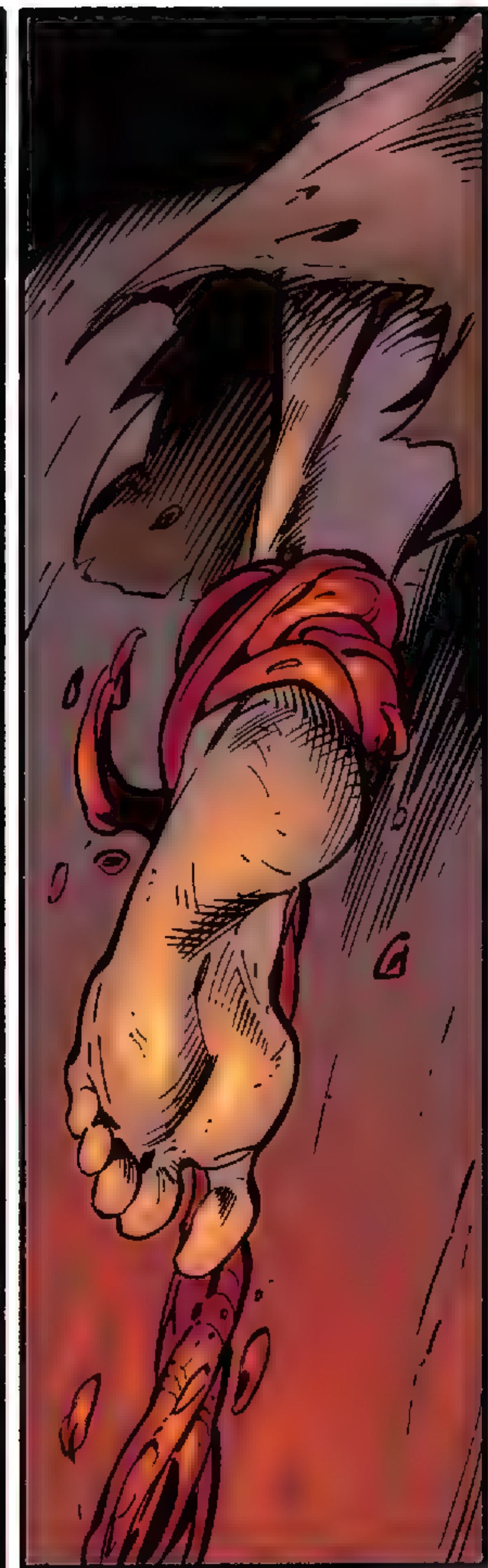
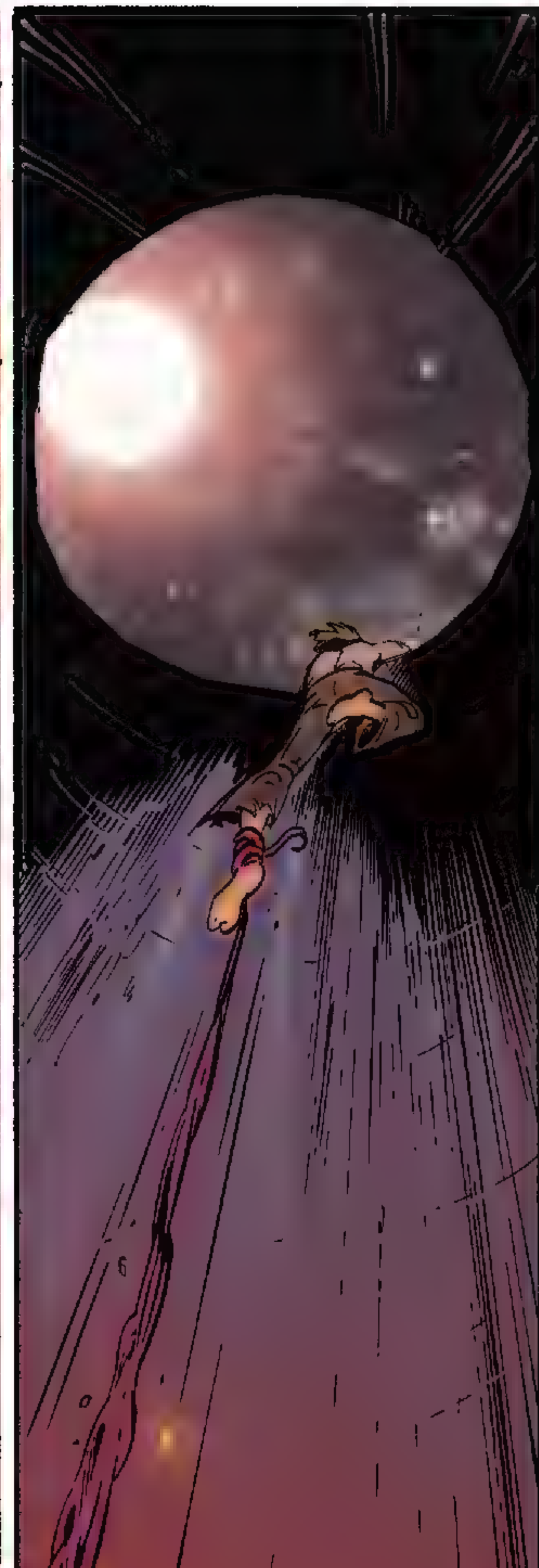
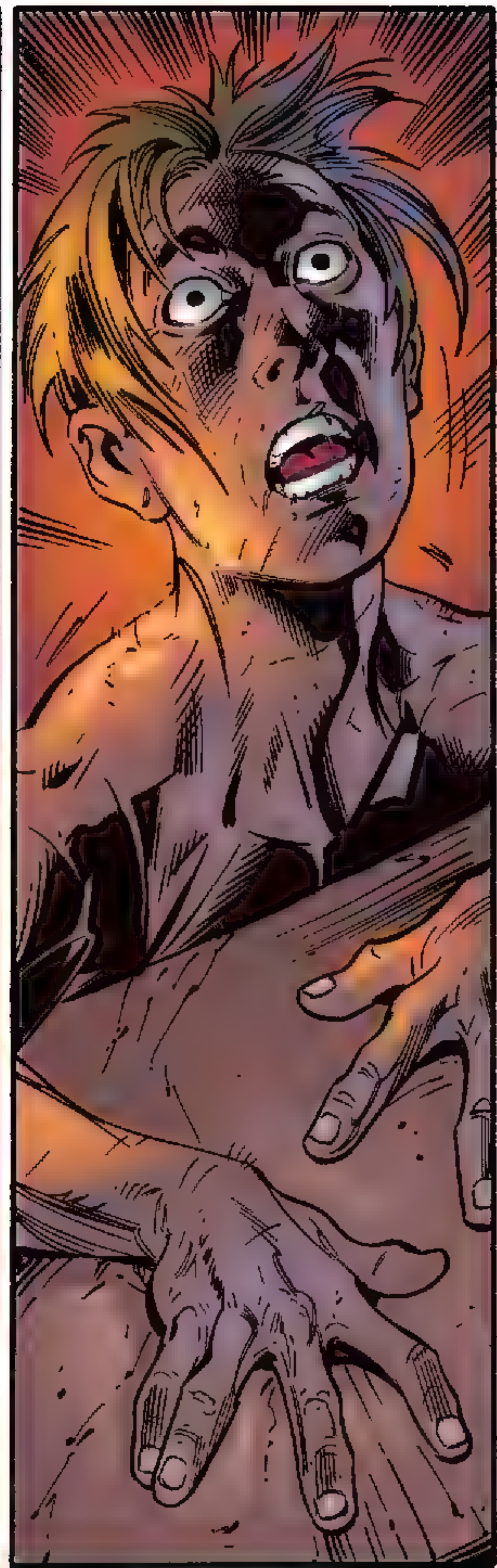
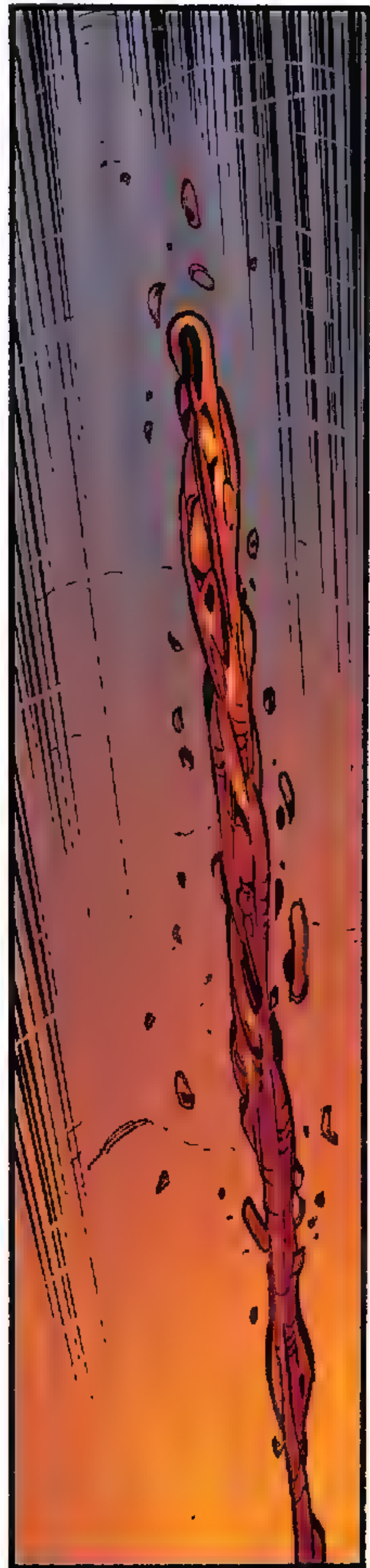
"It had no soul. No brain."

"You created it out of nothing and it was- it was nothing."

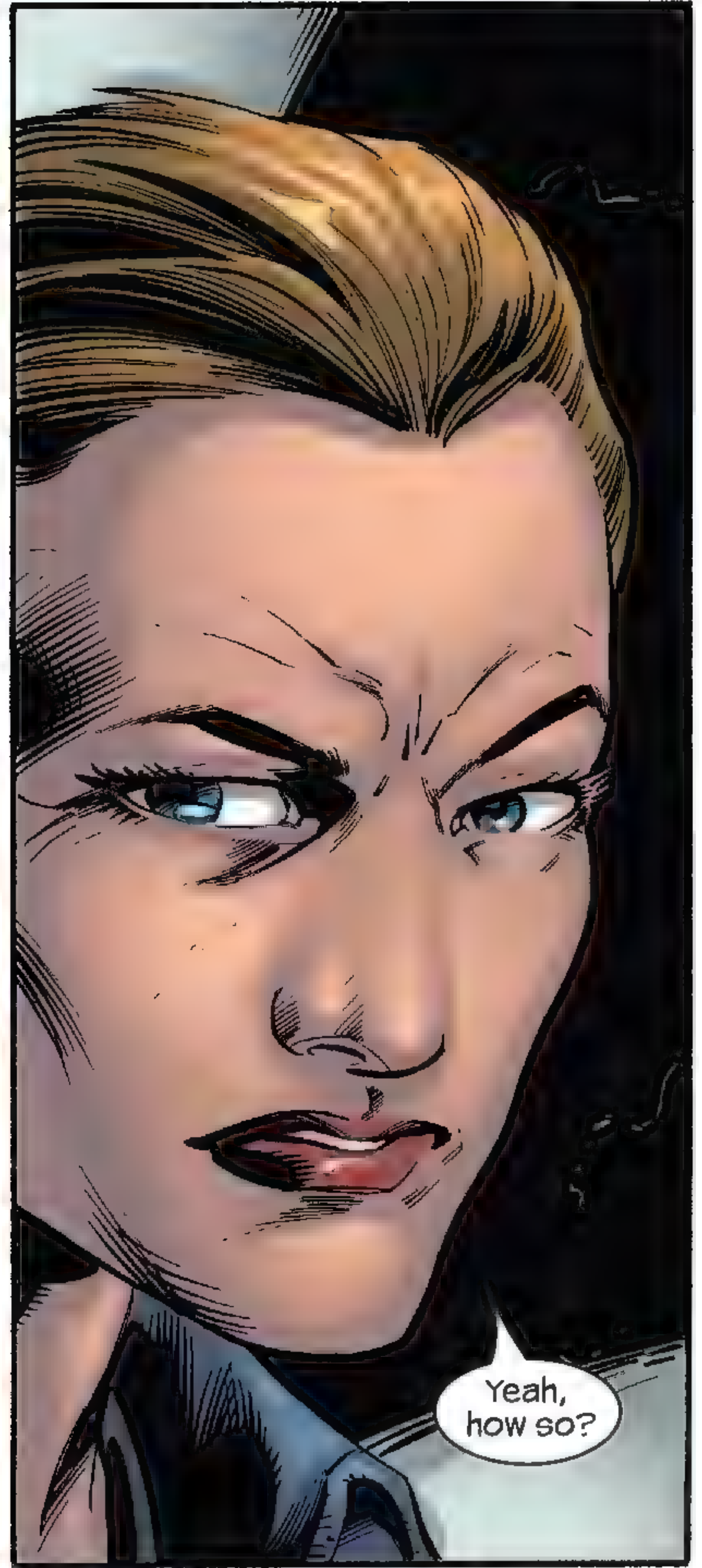
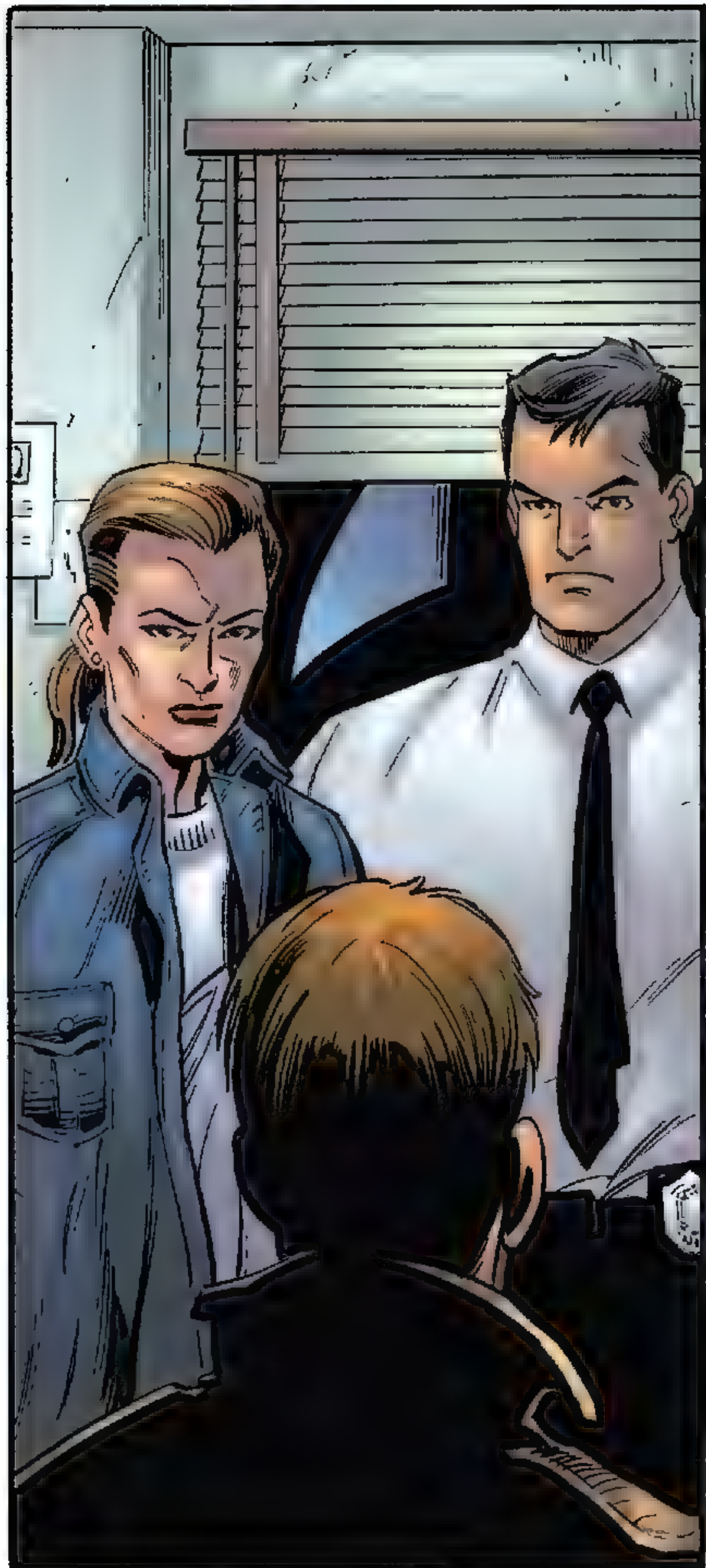


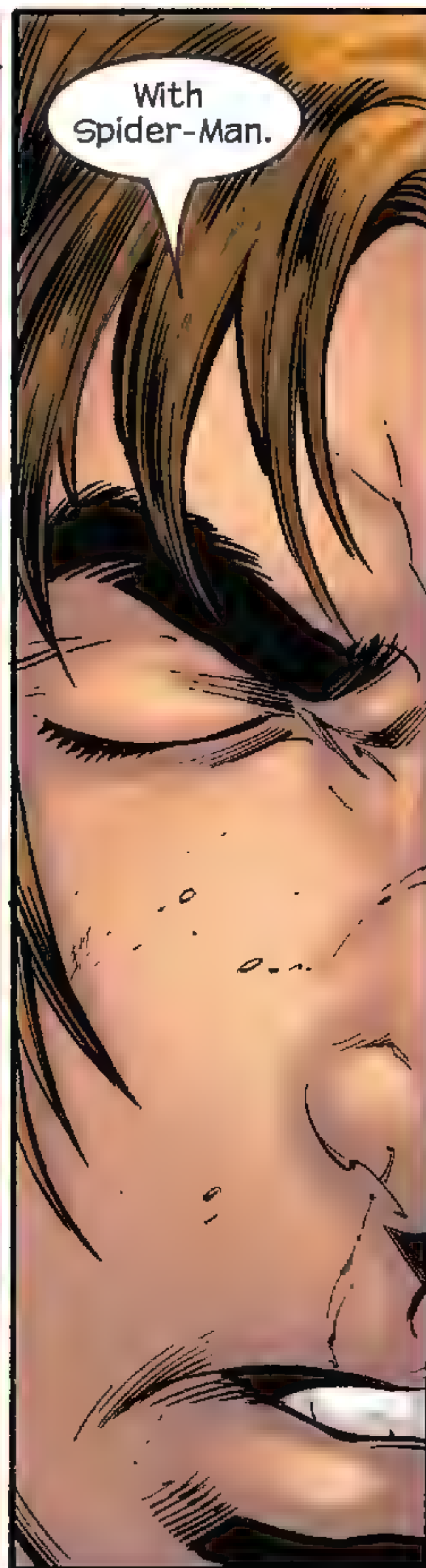
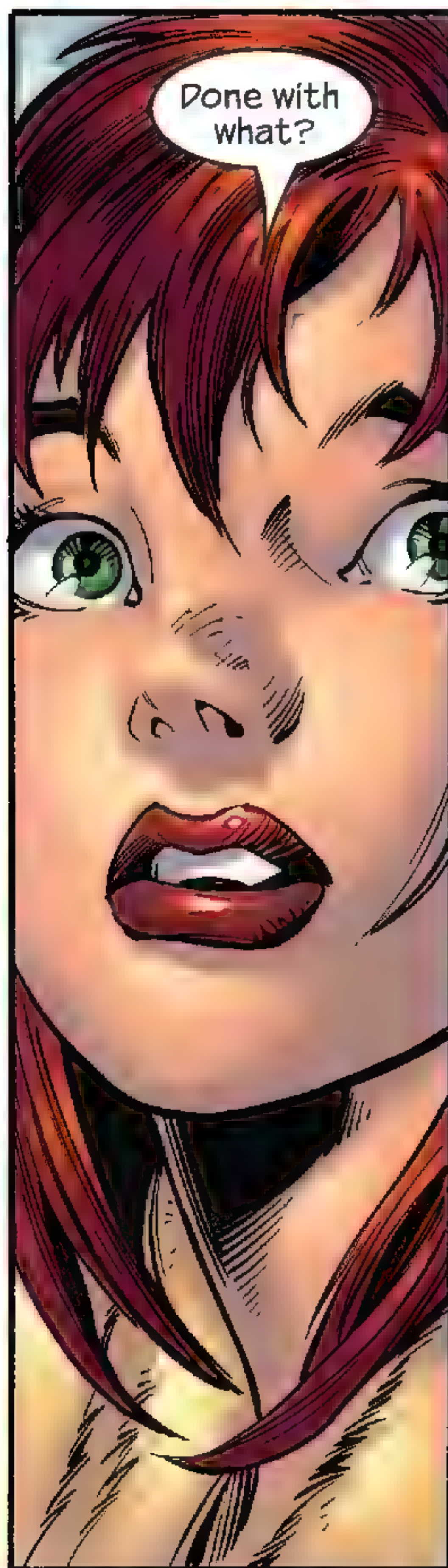
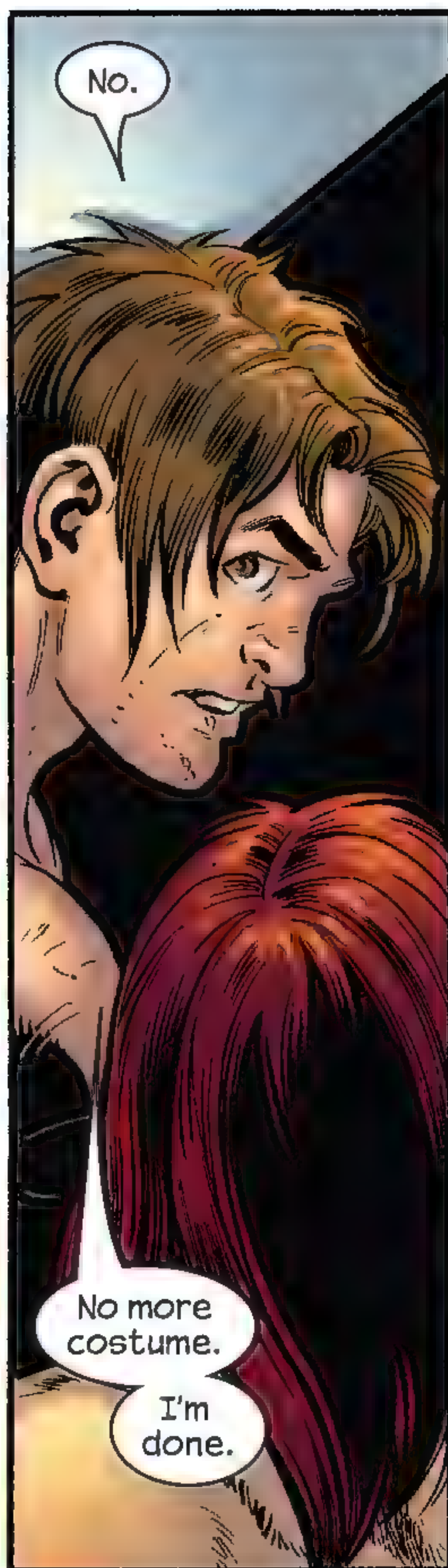
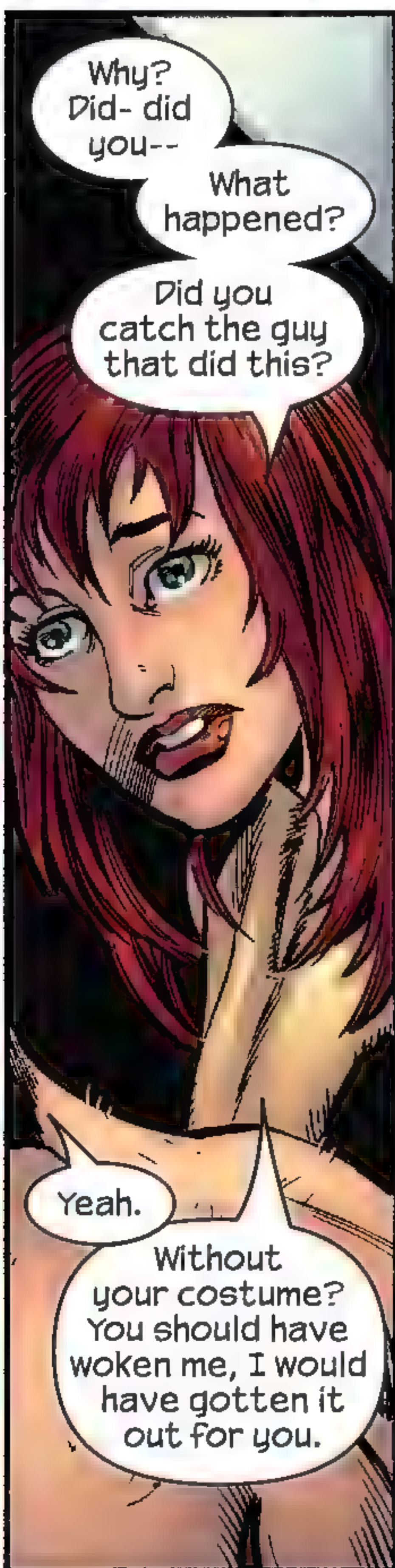
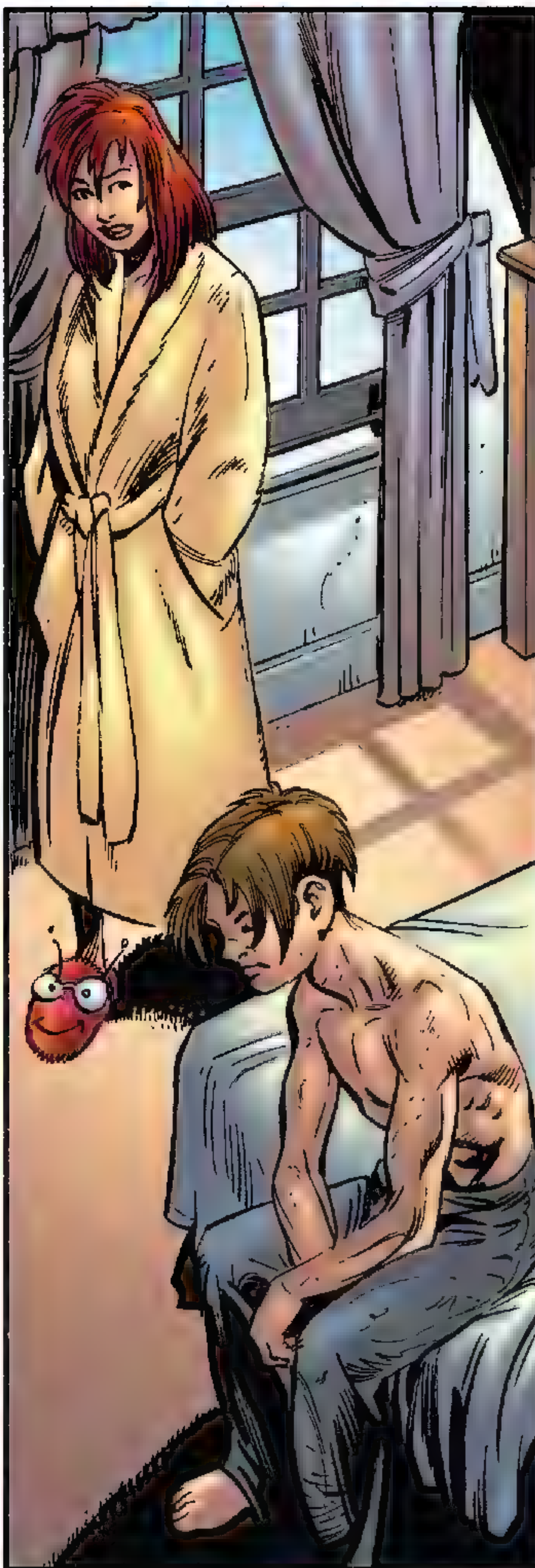
"It doesn't belong here."













No
more.



As Dean of Students, it's not really our responsibility to babysit our professors--

You see my point...

Many of our science professors are working on personal projects that the University--

So, you're saying you didn't know anything about the Connors experiment.

Wh-what's going on?

Clearly, this was--

Spider-Man.

What the guy said.

I never get to see the good stuff.



Who are you?

Ben, I-I--

You're the lab assistant.

Yeah, yes. What's going on?

Can I tell him?

Yeah, sure.



The experiment your professor was working on? That's what killed Smitty the guard.

Oh my God.

Where is Doctor Connors?

Doctor Connors is in our custody.

What's going to happen to him?

We're working on that.



We're closing the lab.

Sorry to tell you- but you're out of a job.



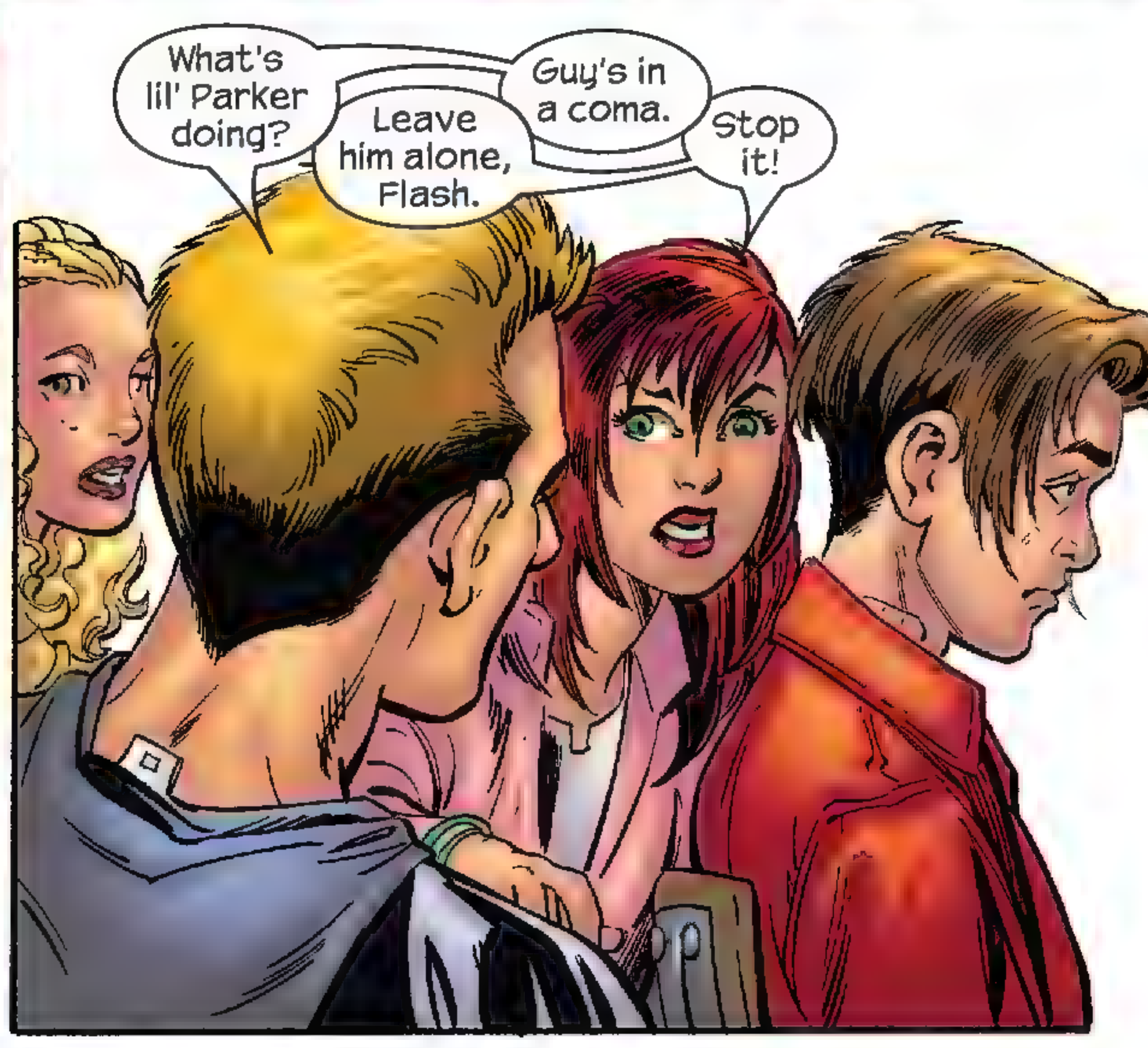
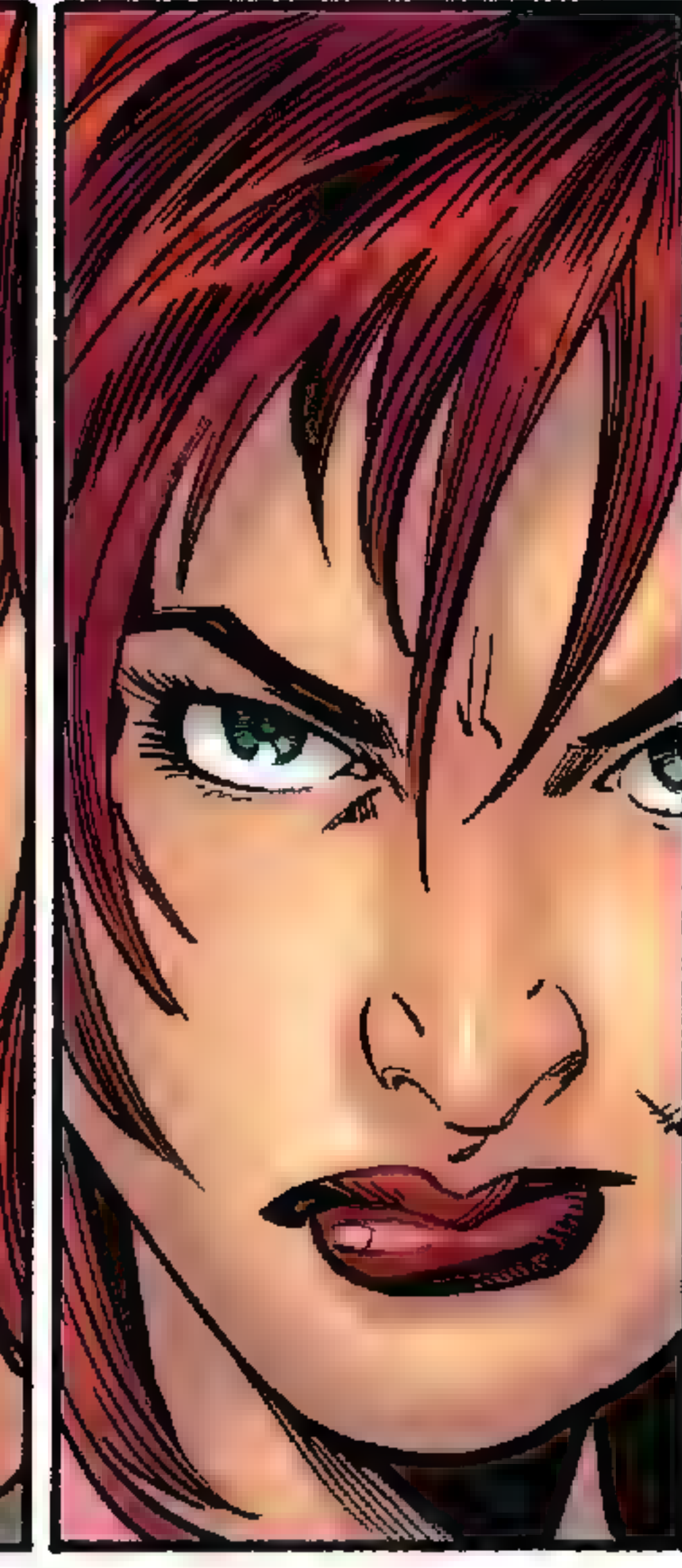
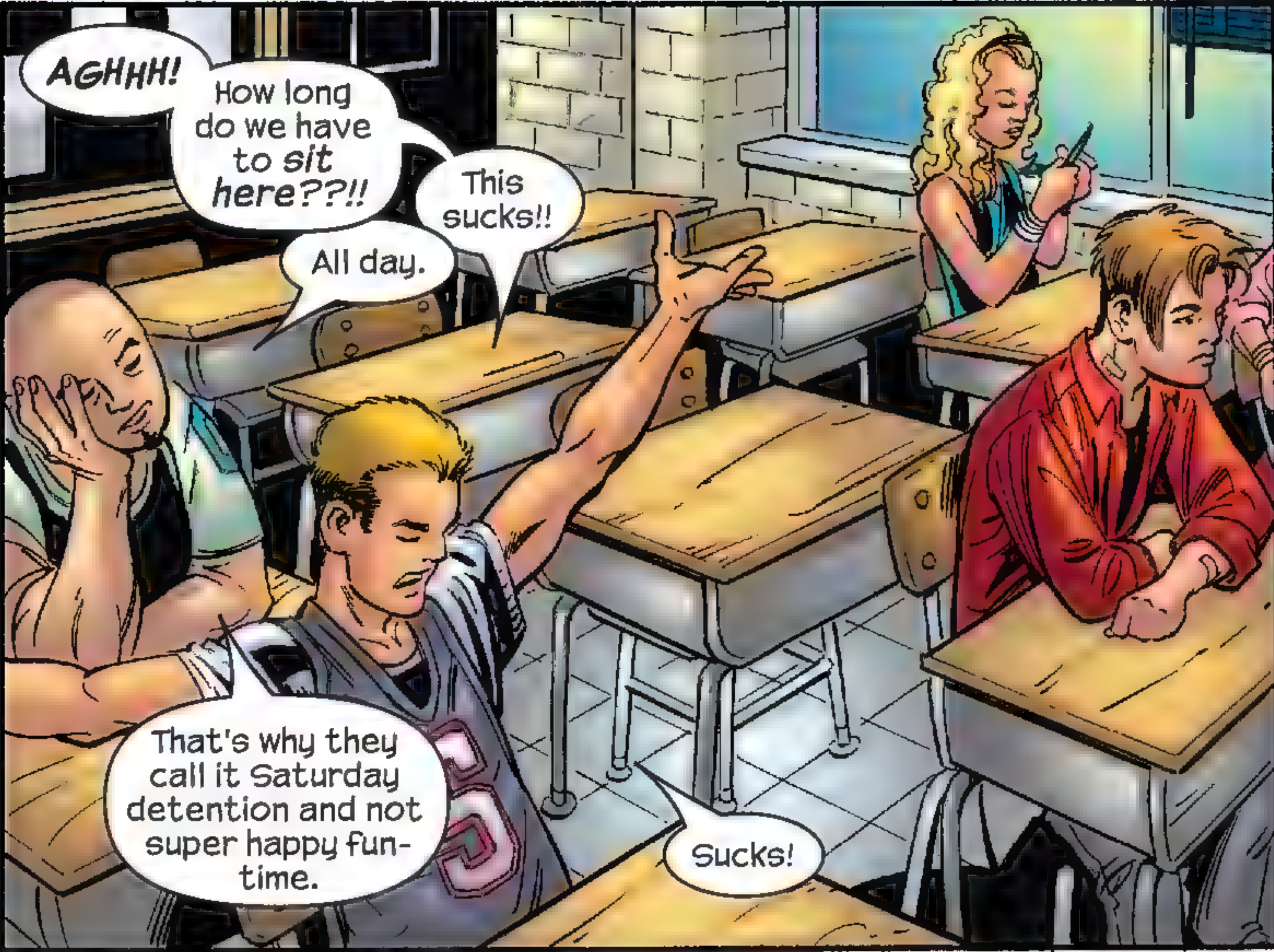
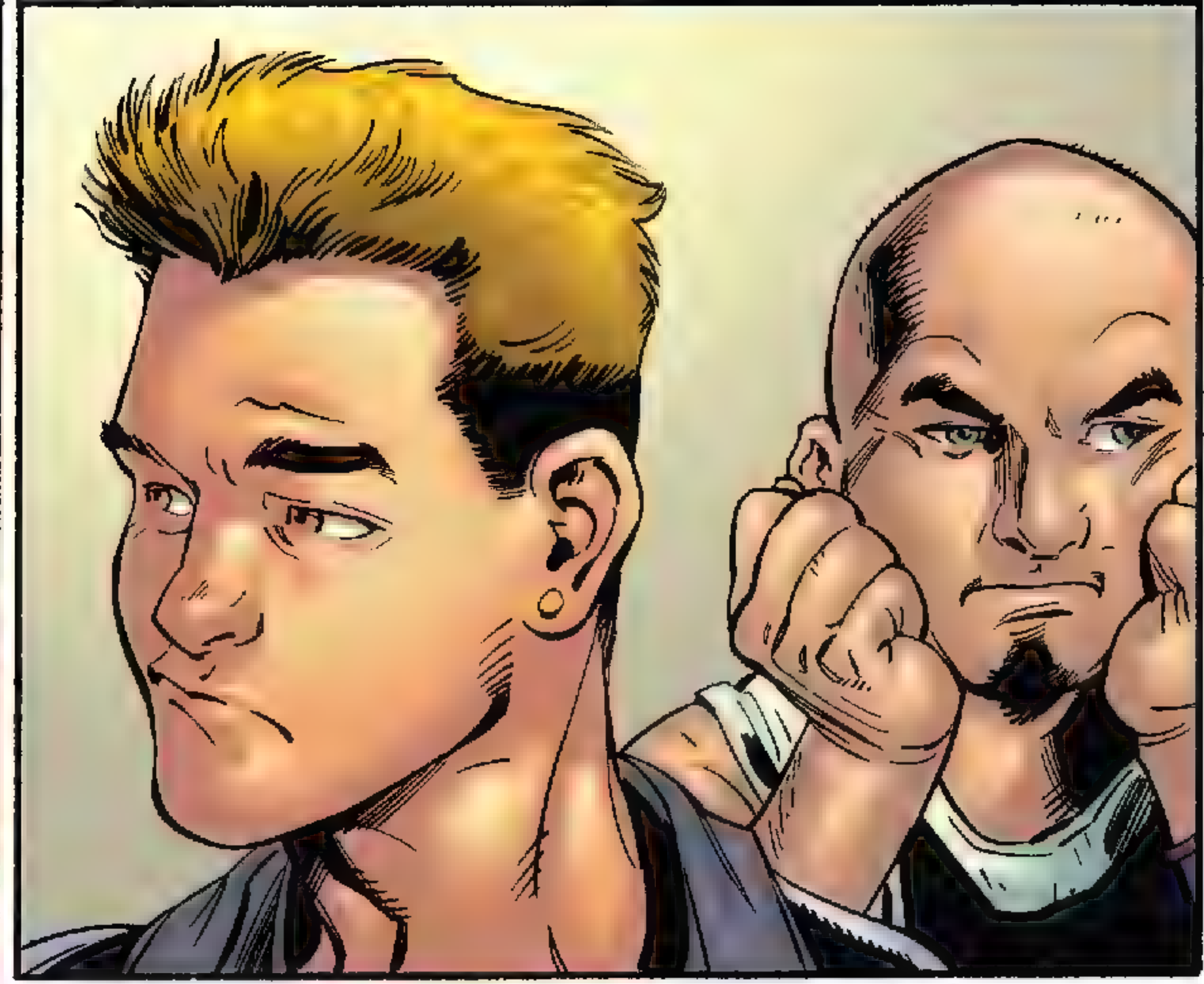
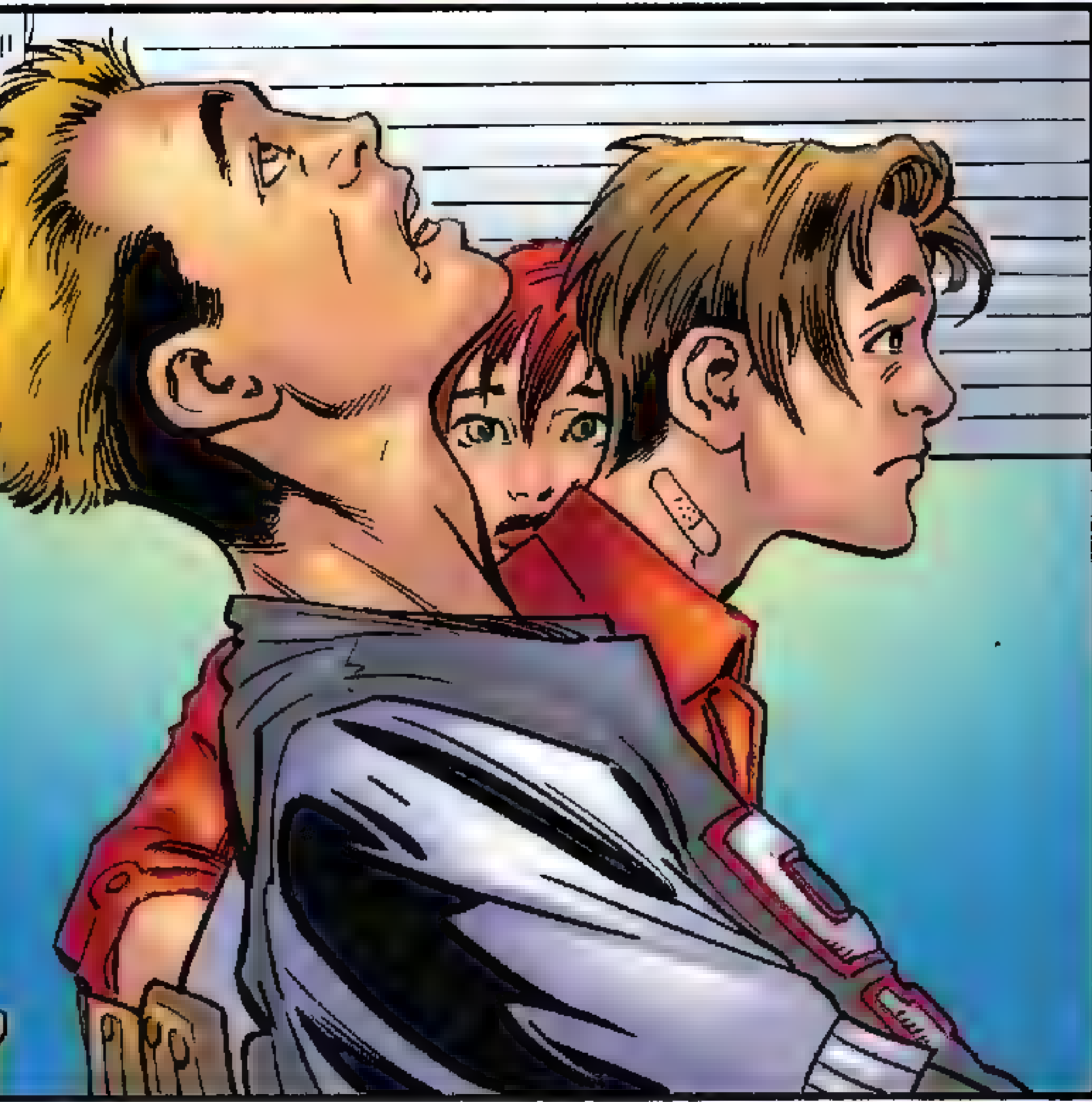
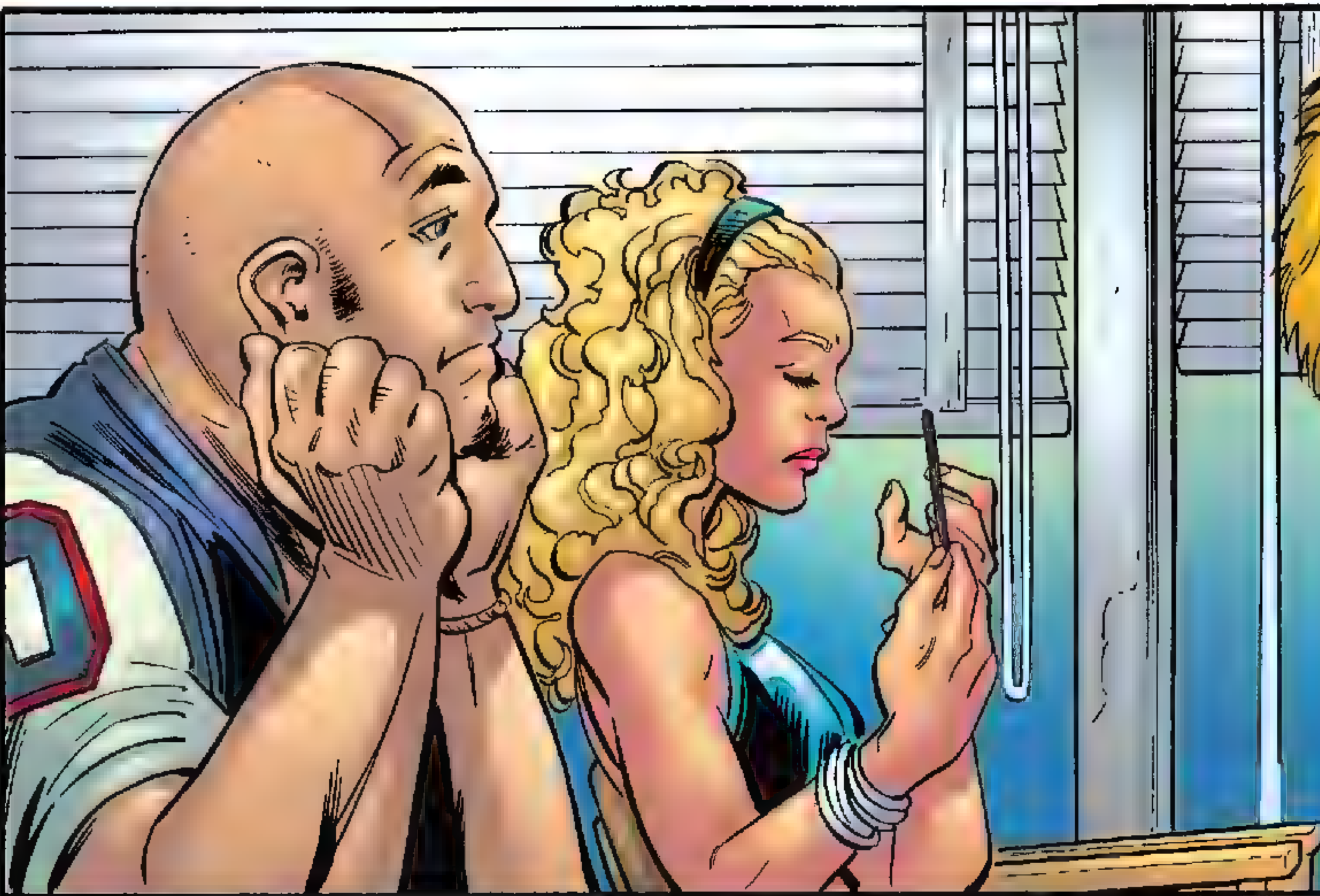
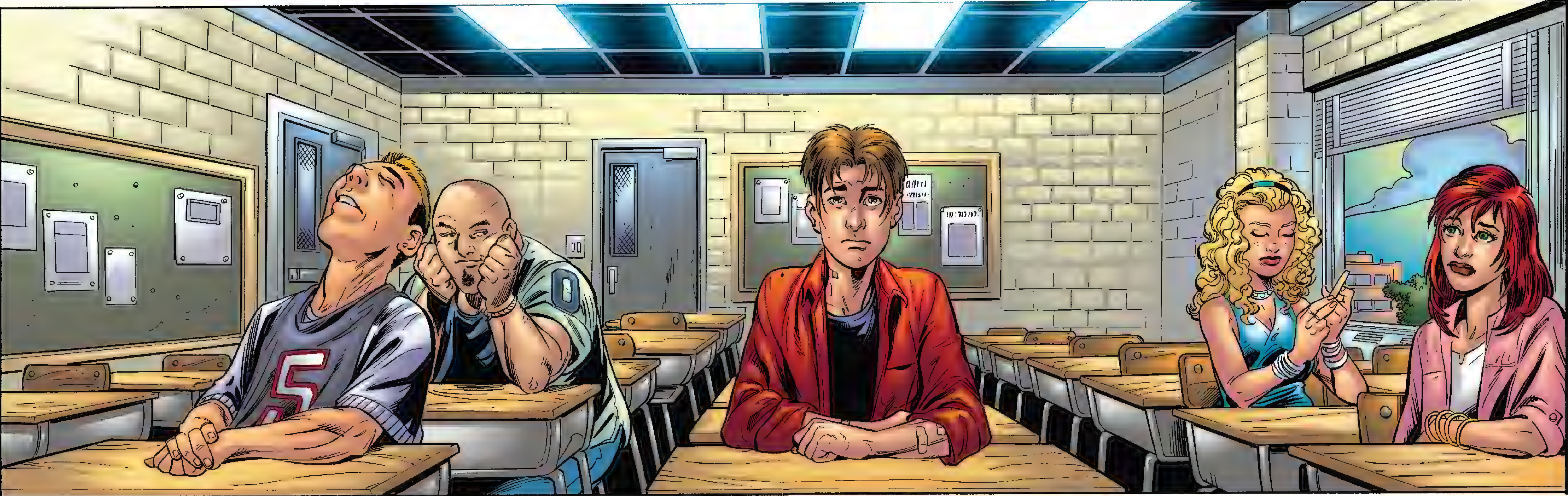
Can- can I get my stuff? I have some stuff.

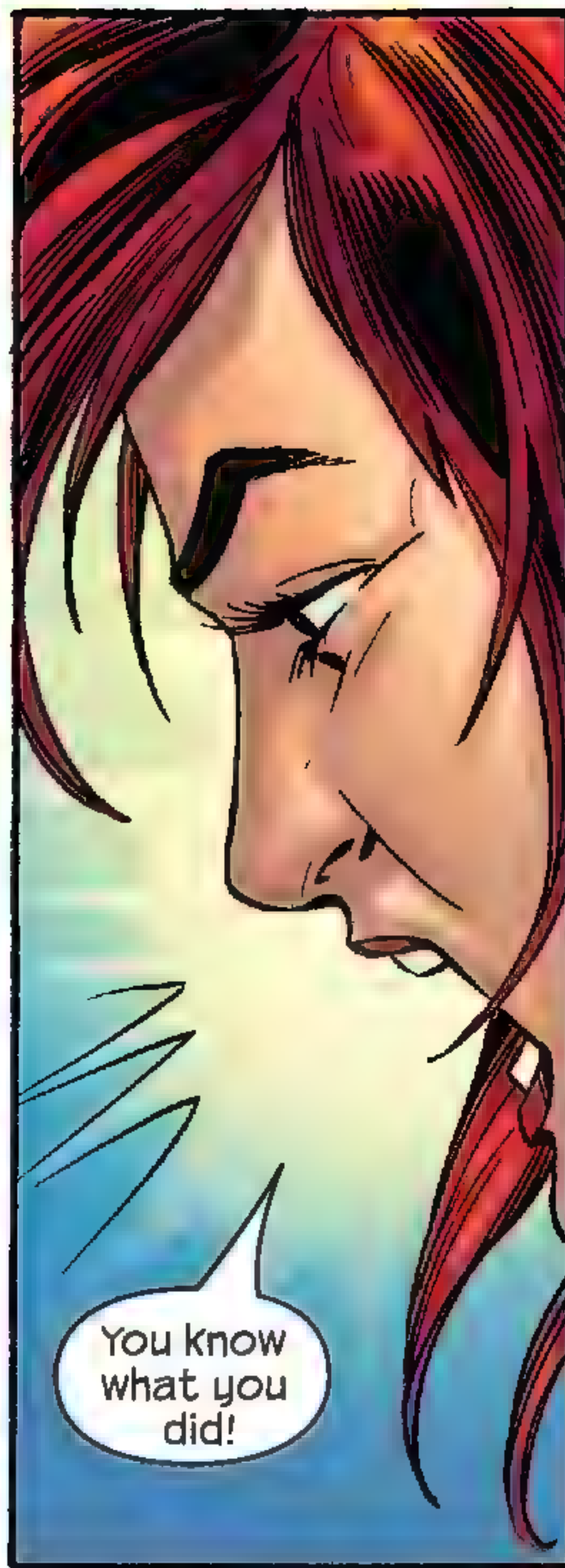
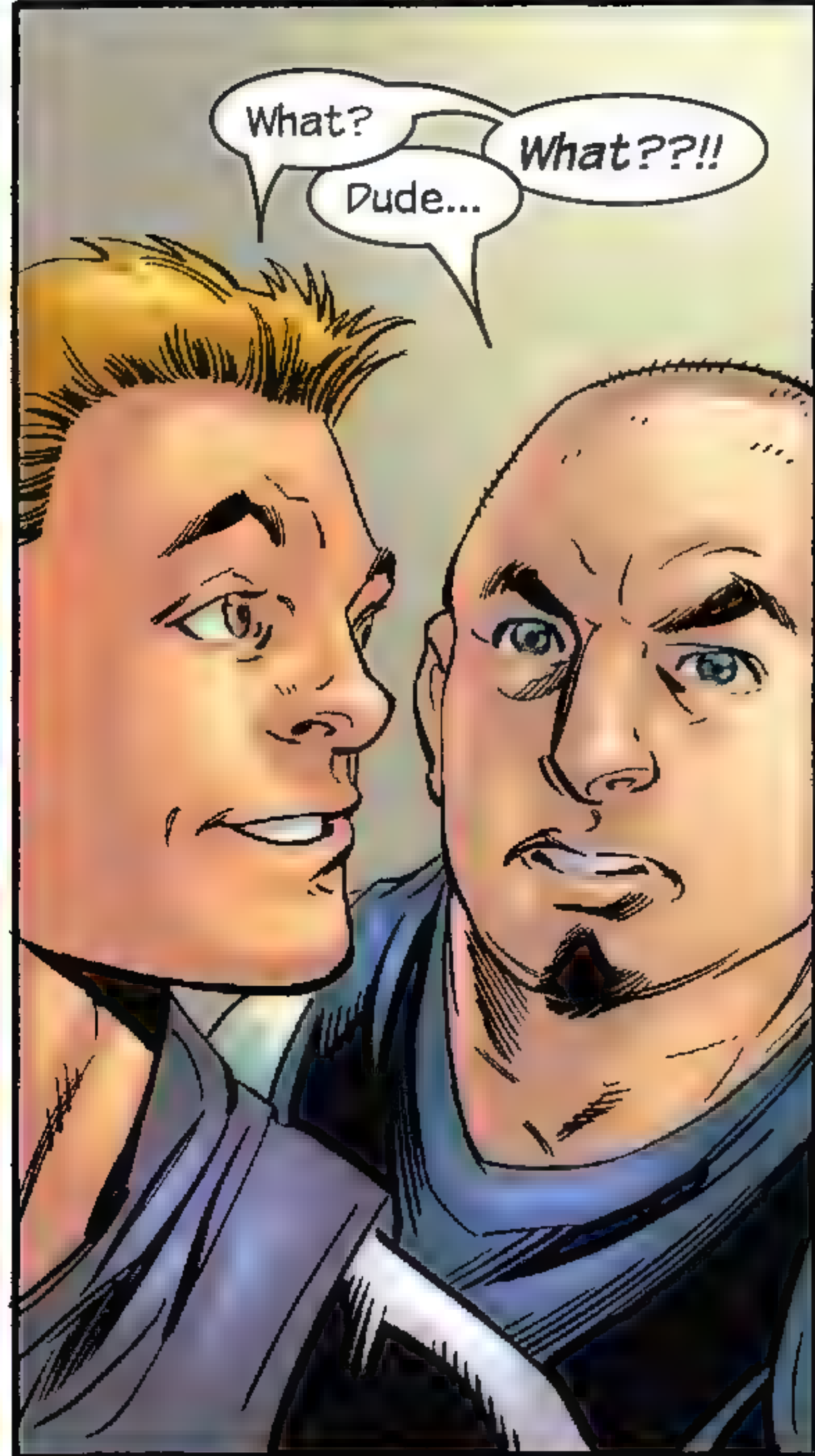
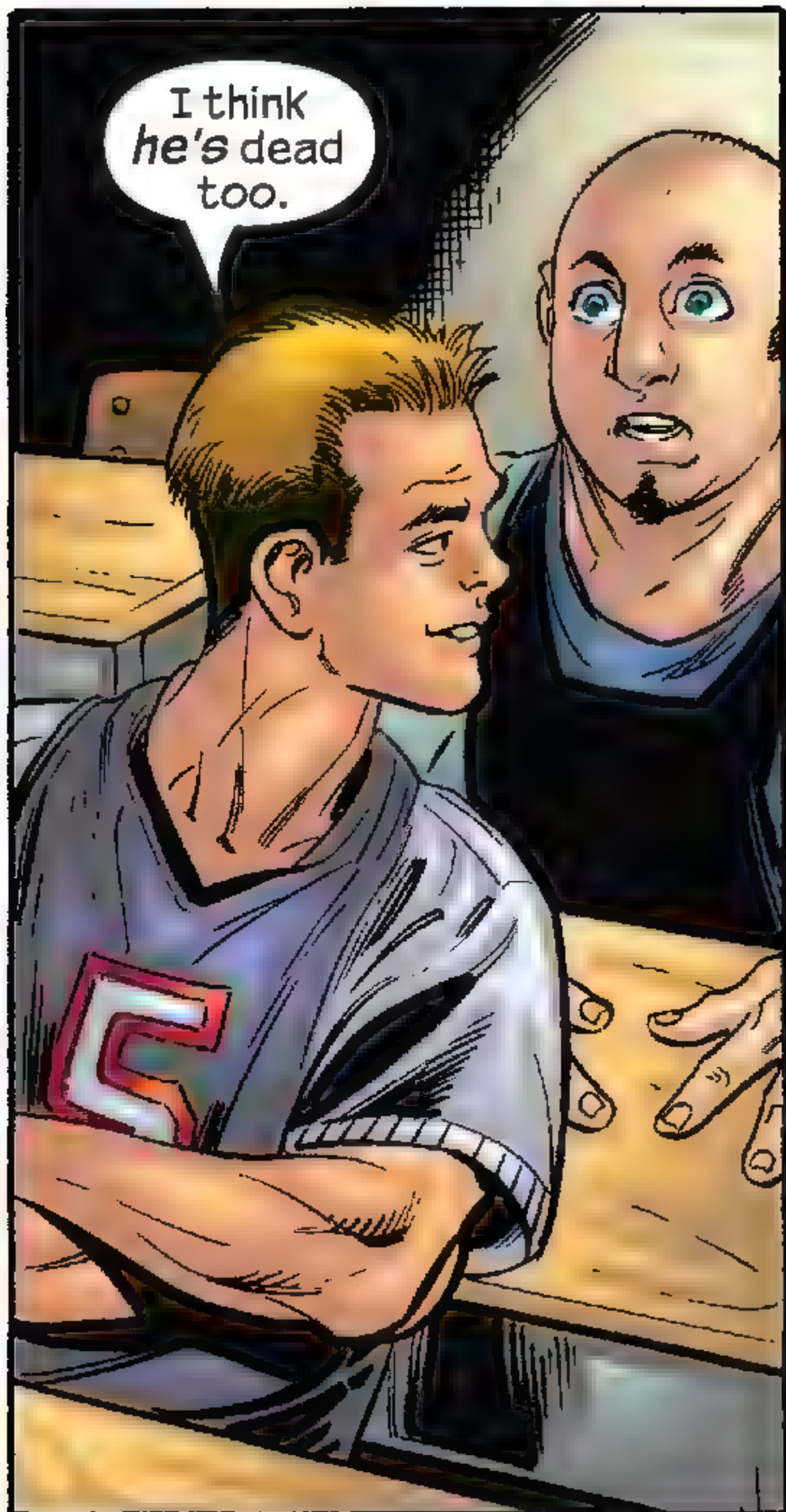
We're all done here.

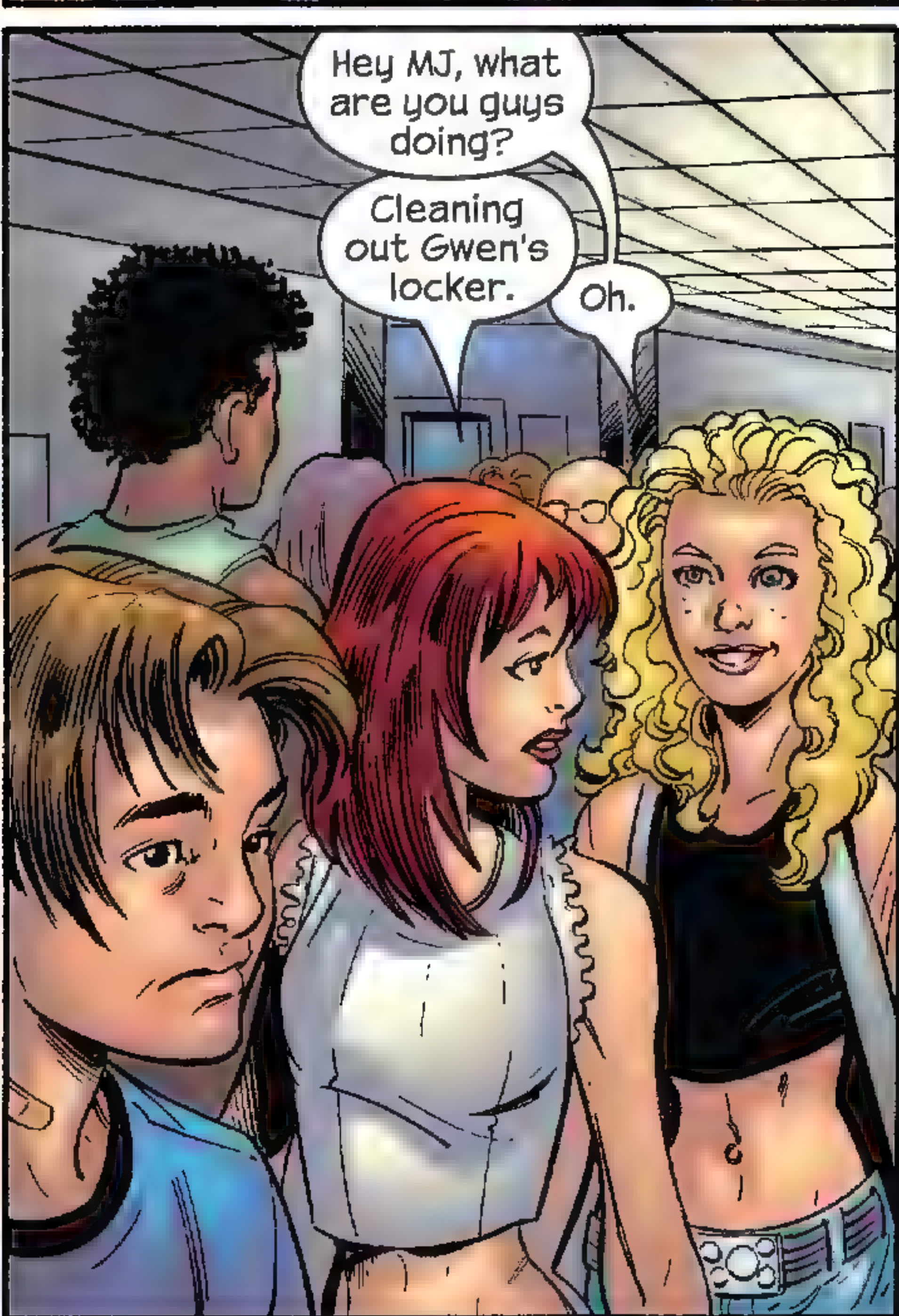
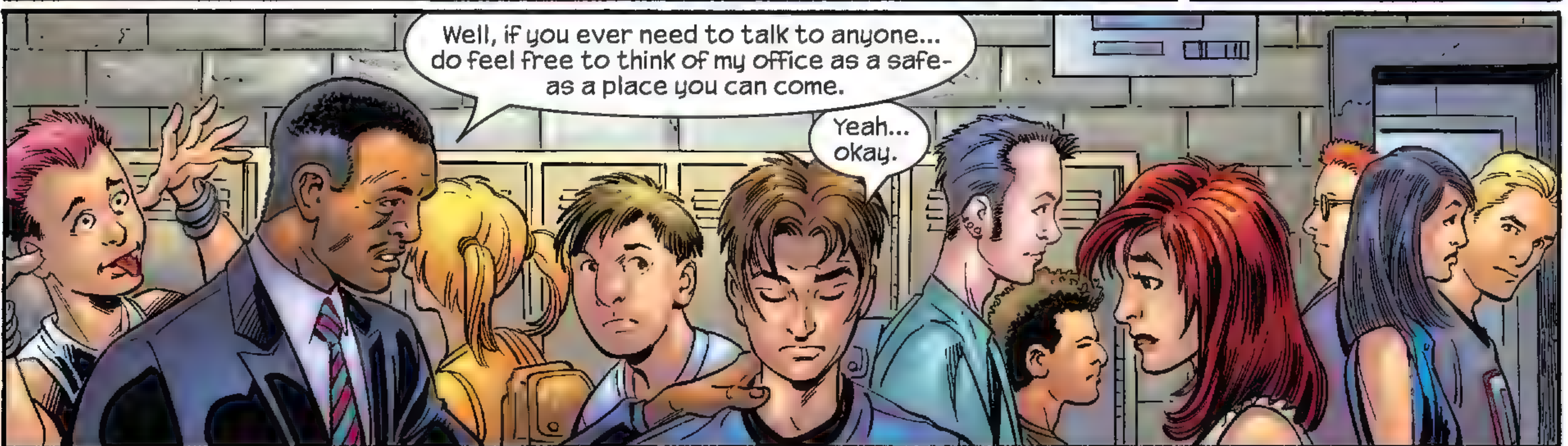
Yeah, go ahead.

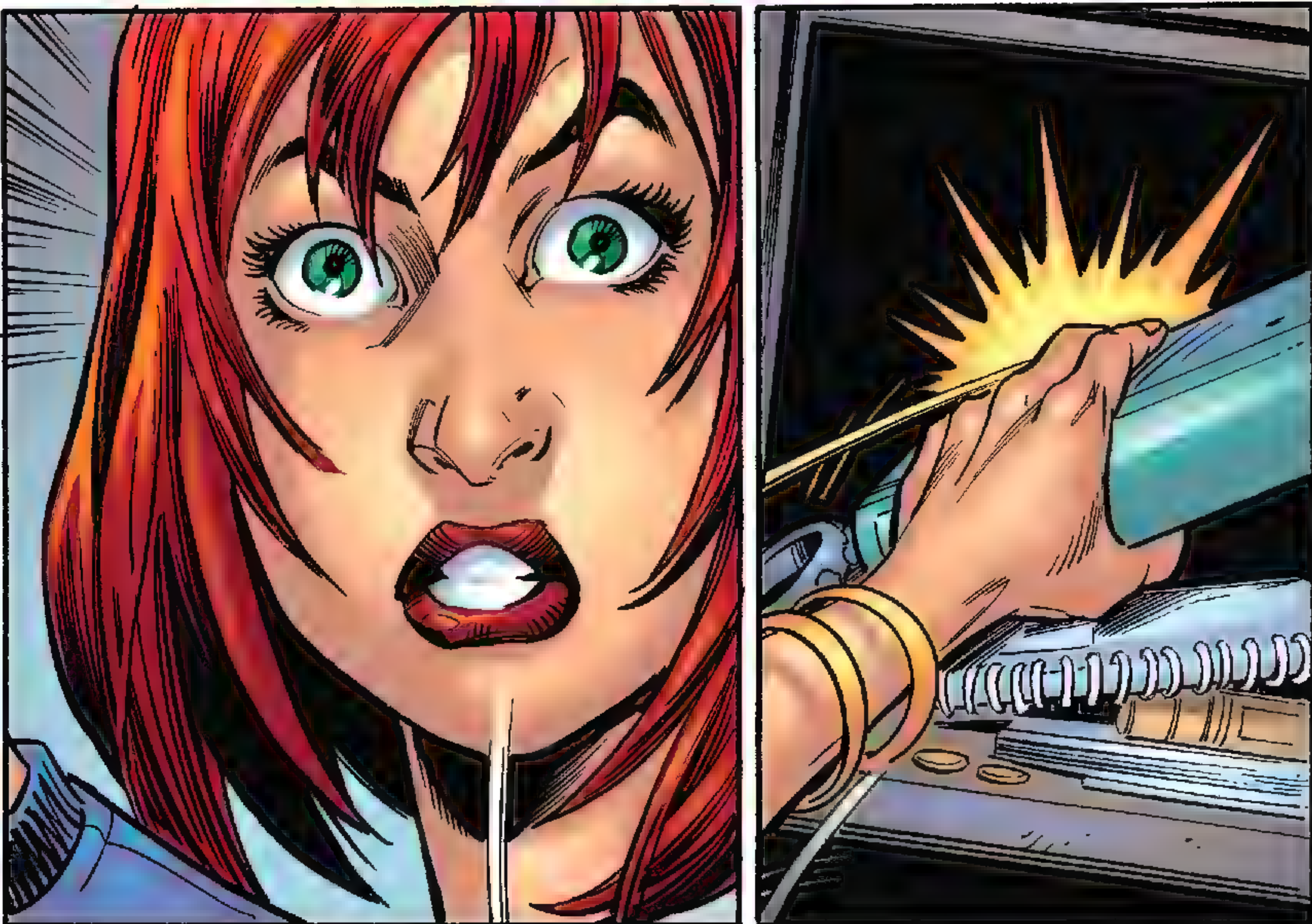
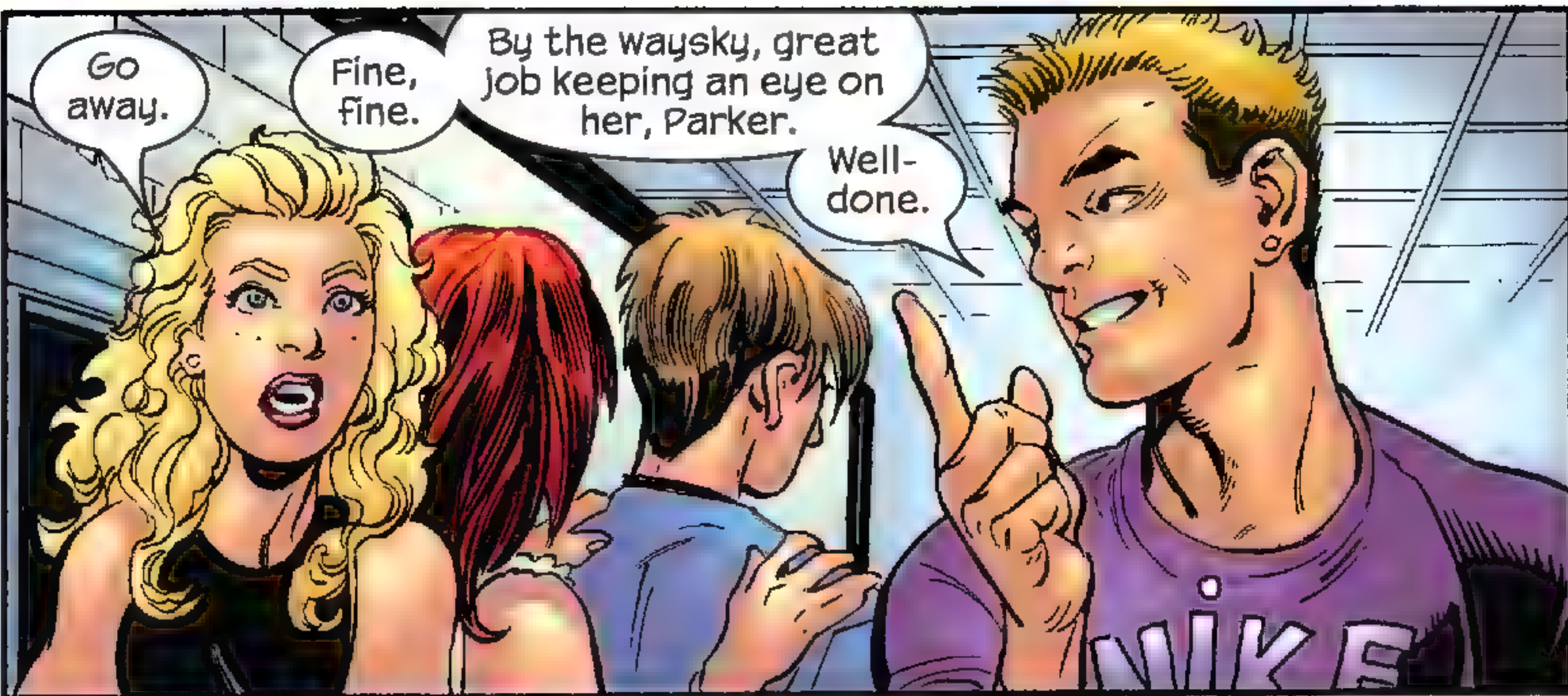
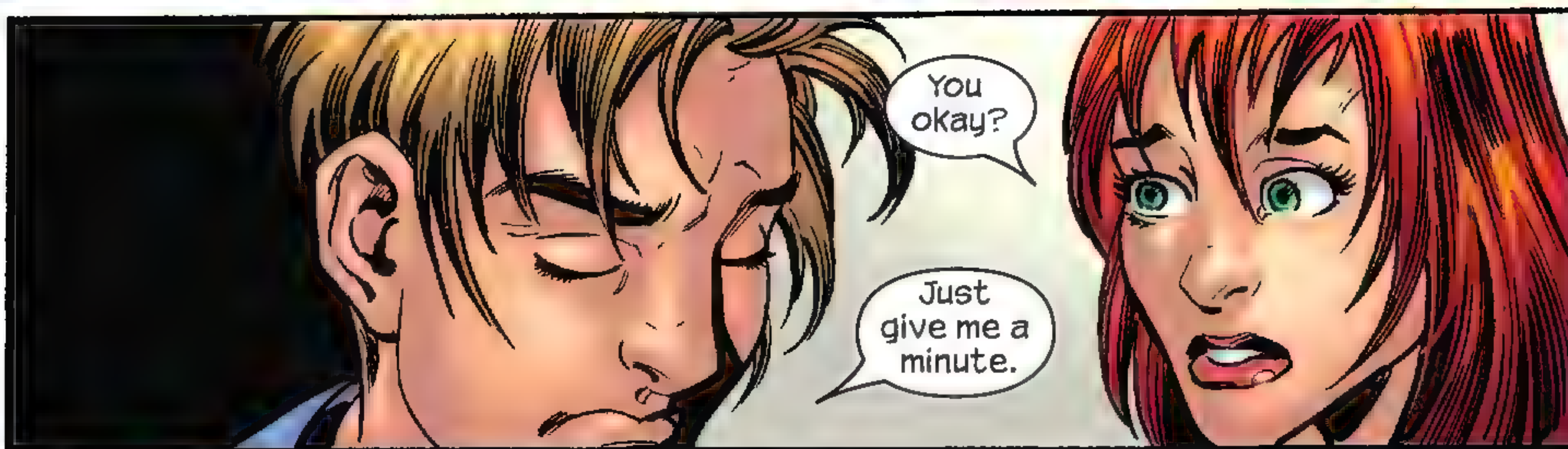
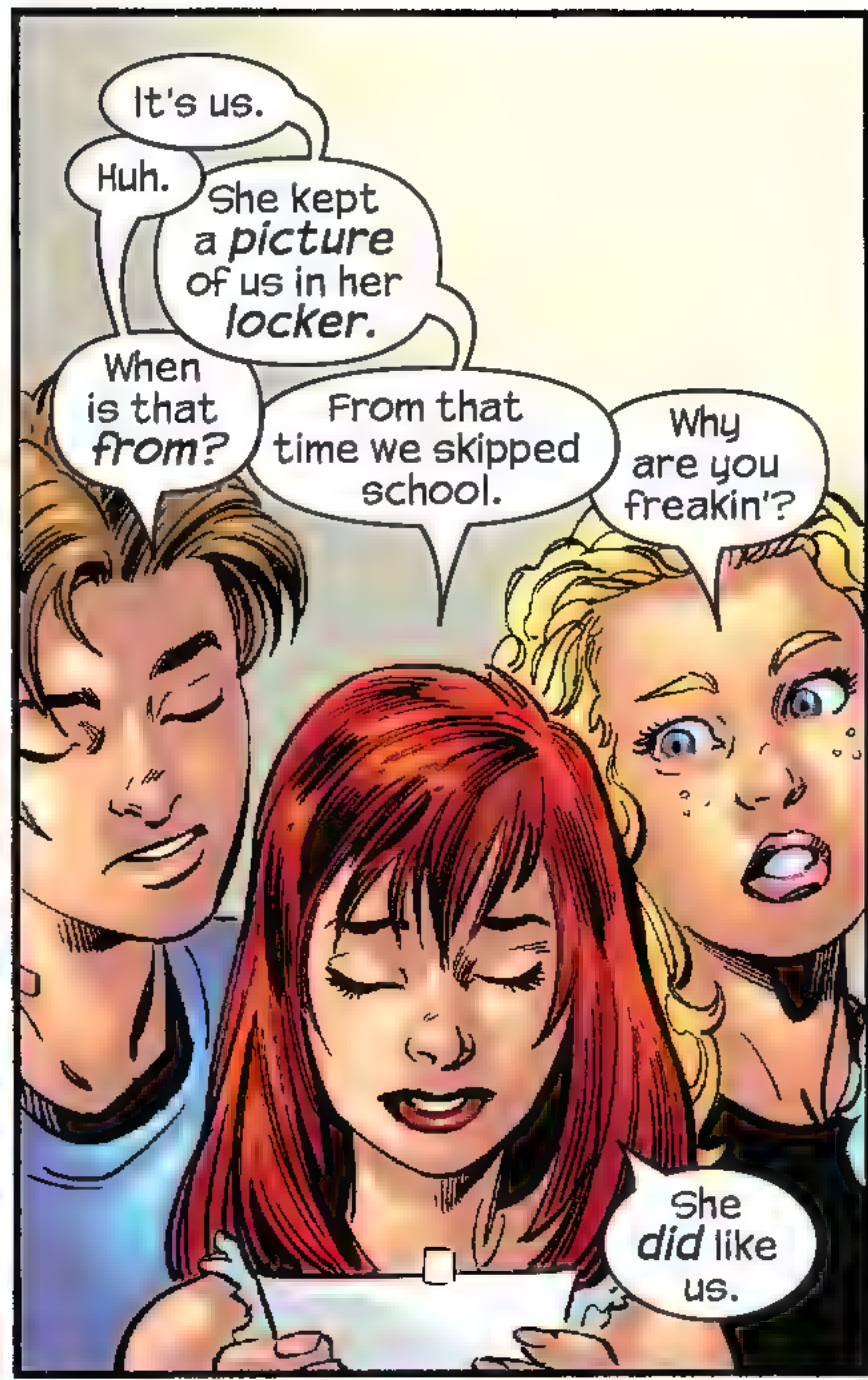
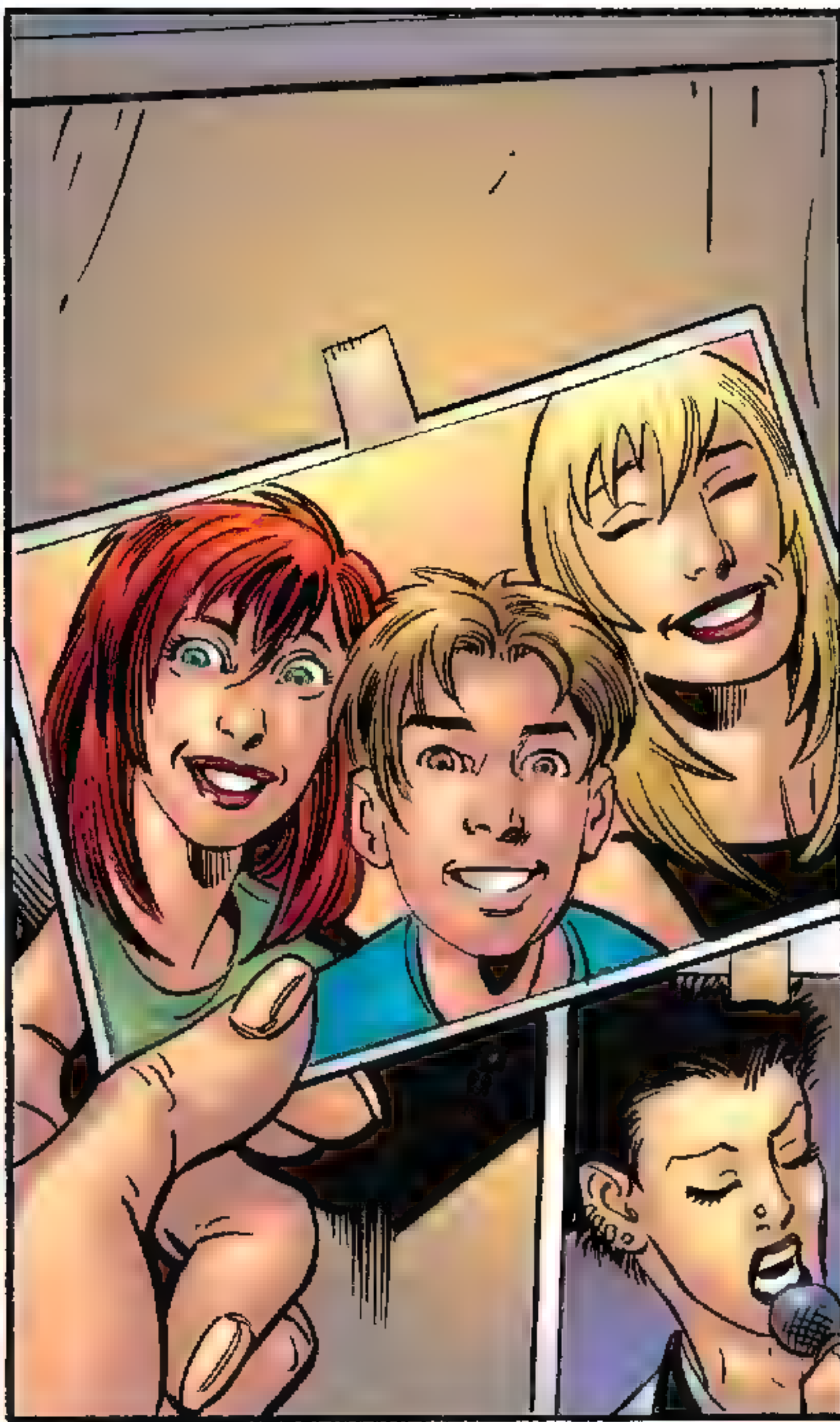


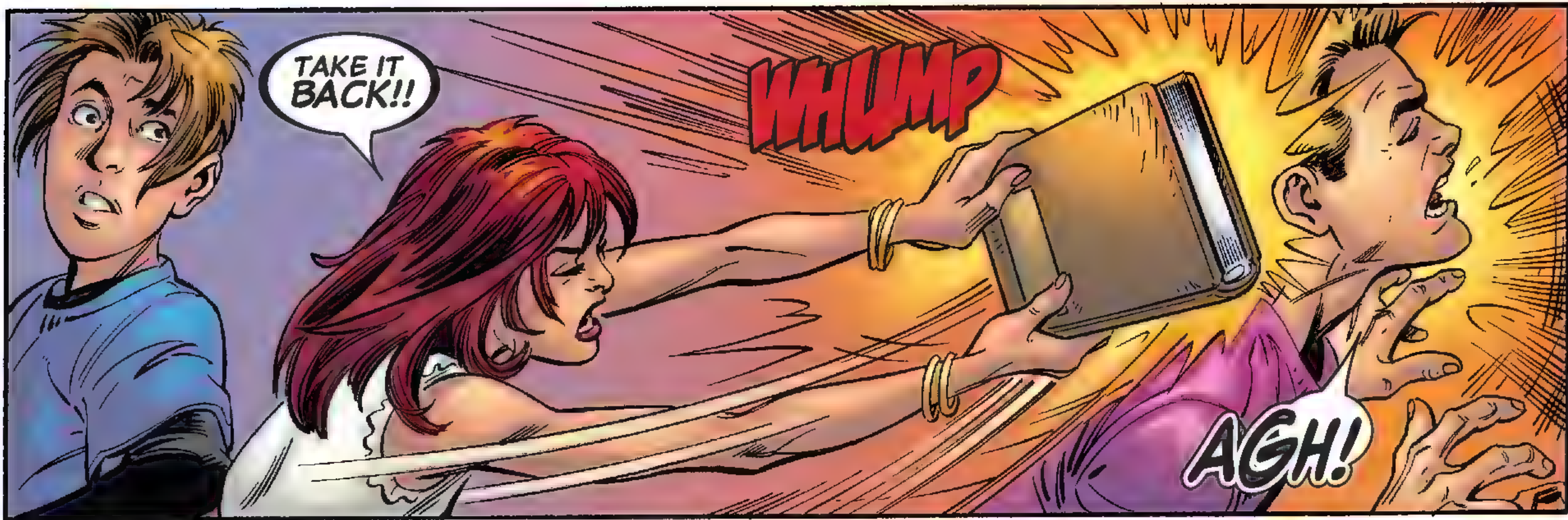


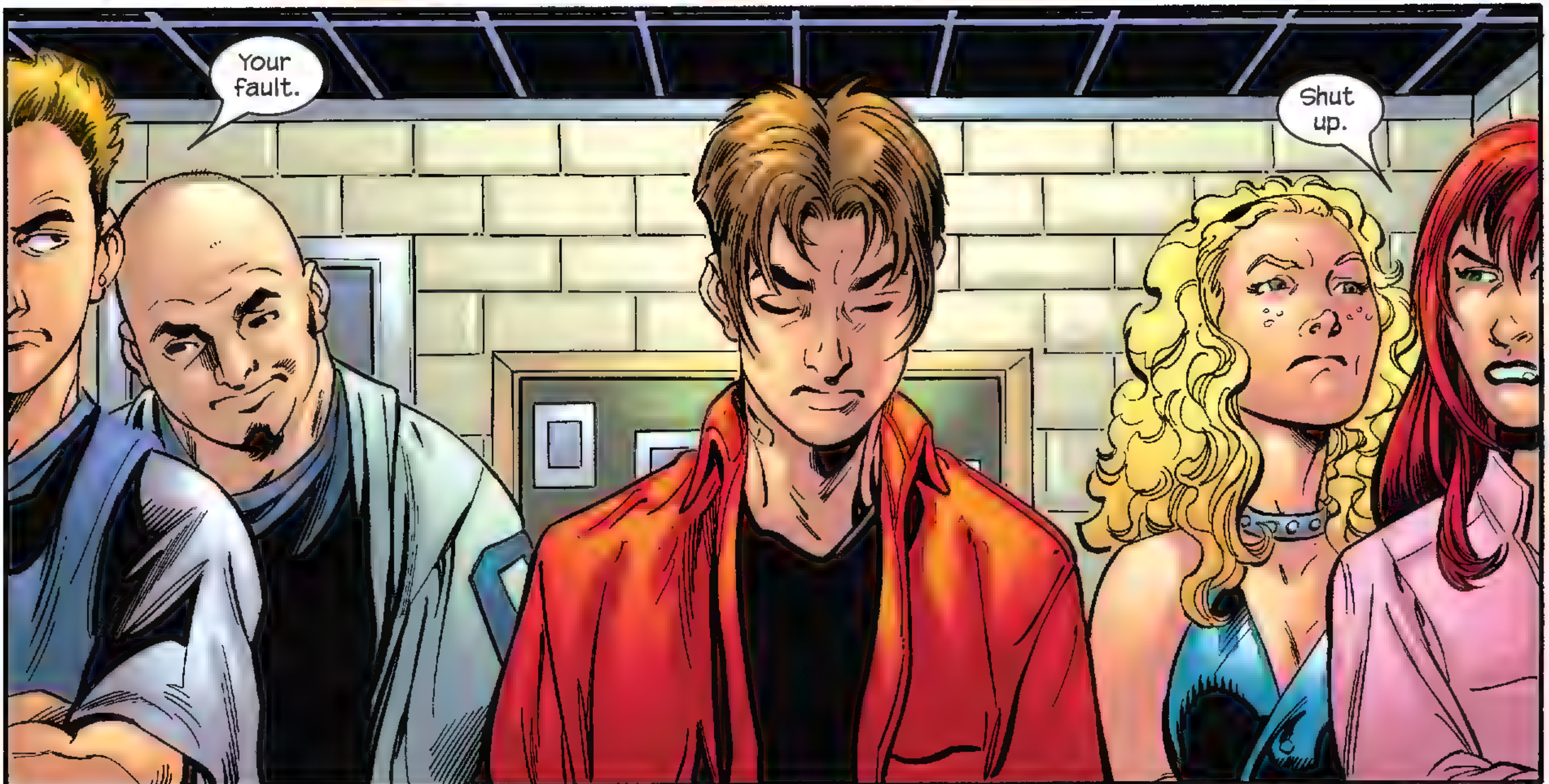
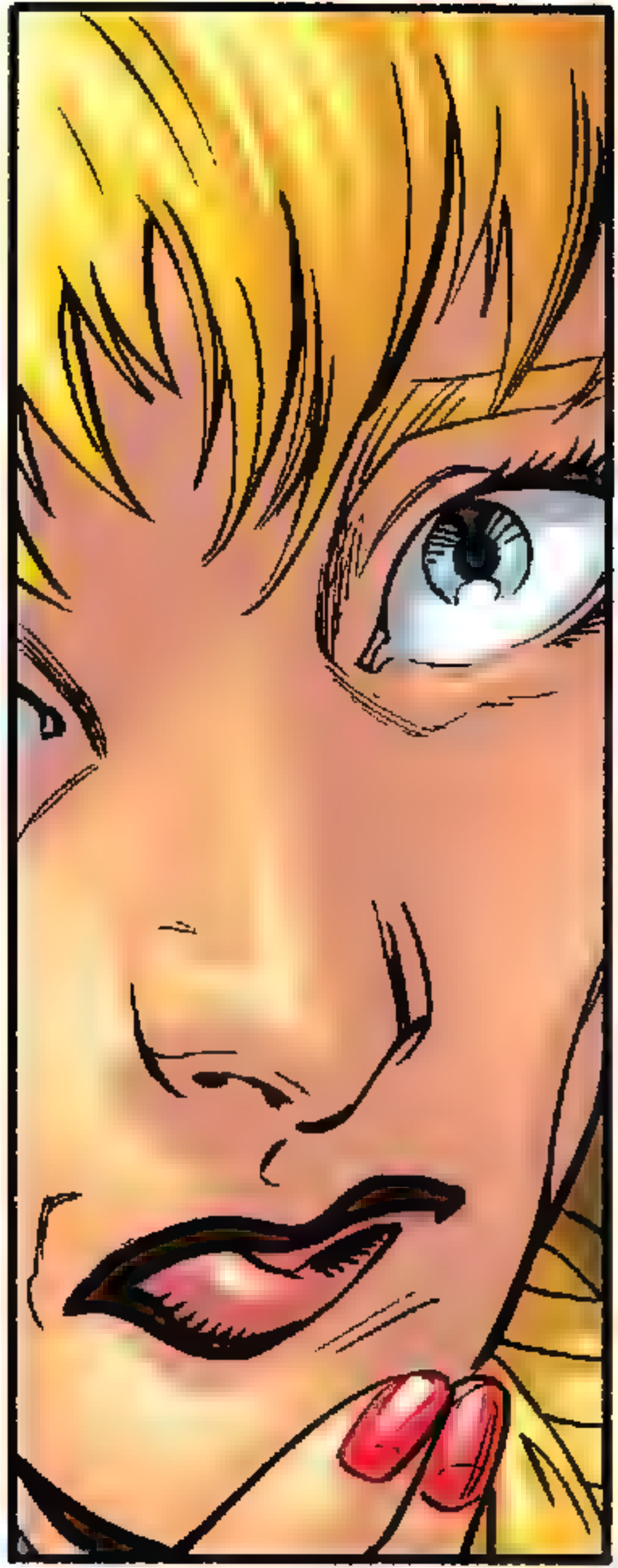
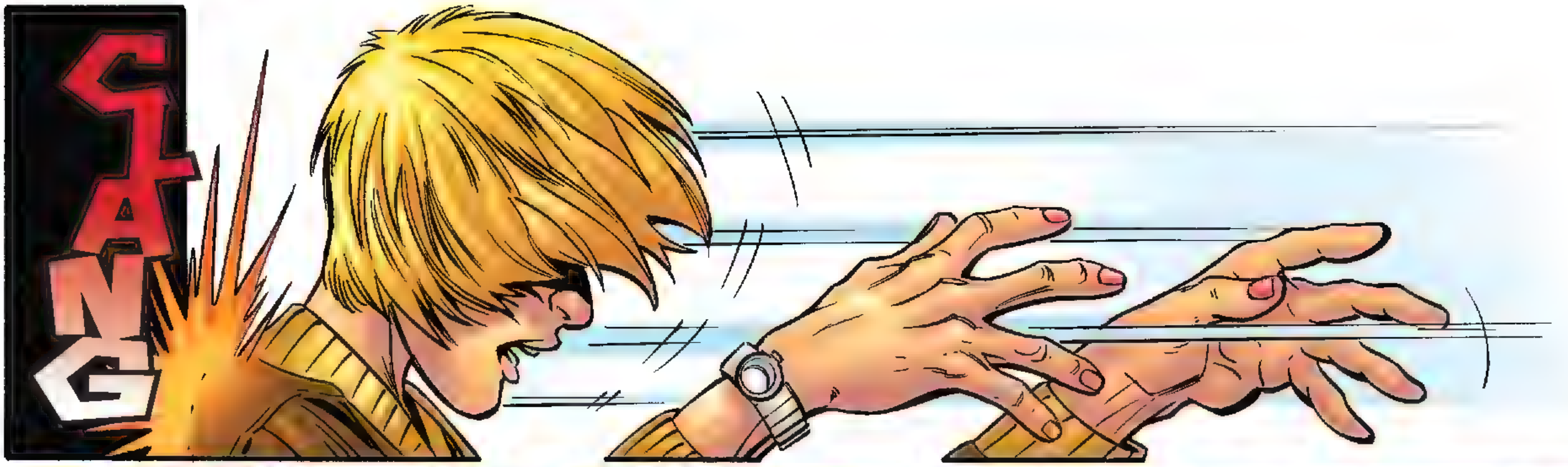


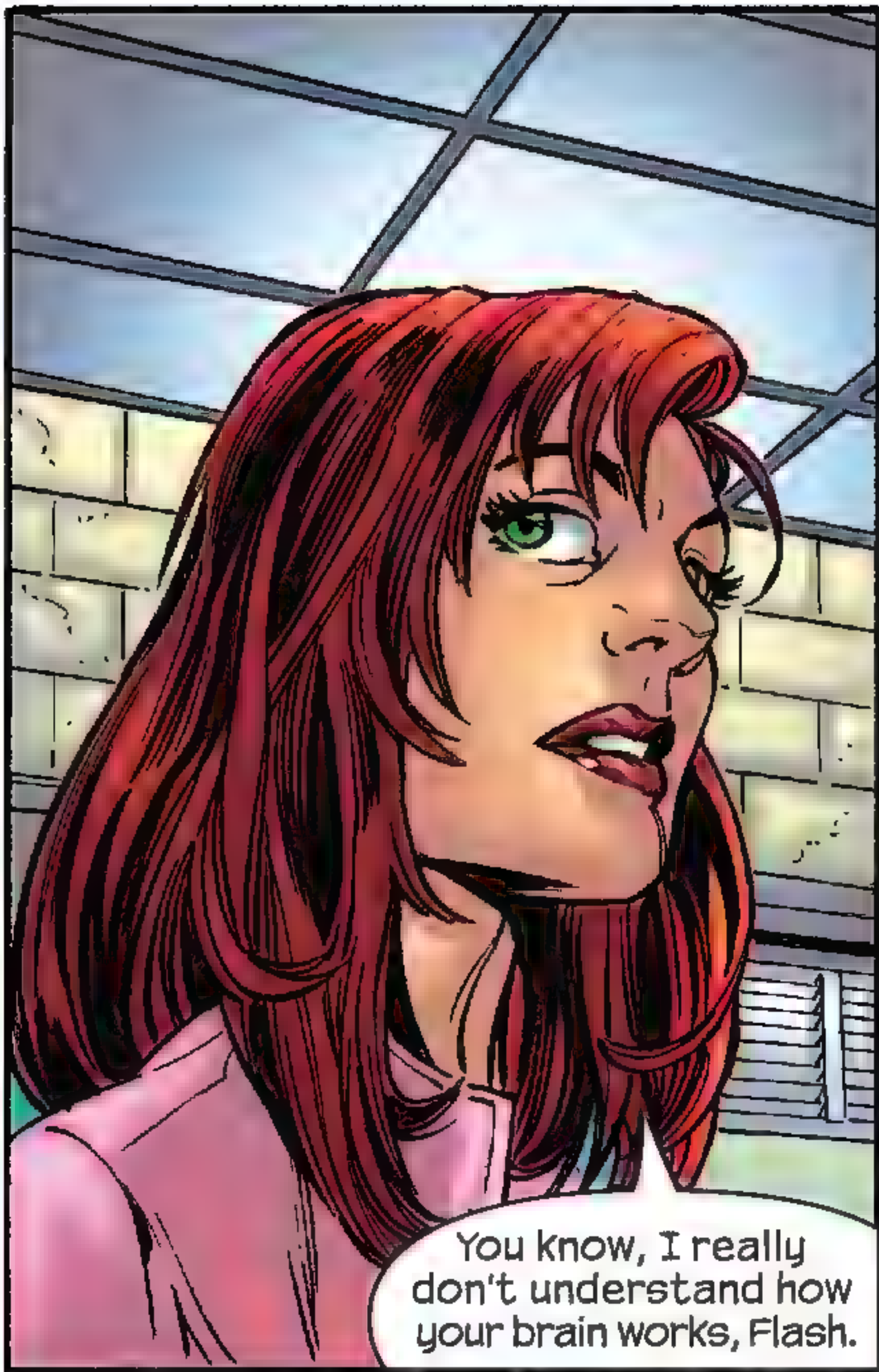












You know, I really don't understand how your brain works, Flash.



No. I'm asking- seriously, none of your usual macho crap--

I'm asking you, human being to human being: Why do you *act* this way?

I mean, I know you act this way to, like, get *attention* and stuff.

But, I mean, a girl *died*.

Someone you know... *died*!



She's dead.

Gwen's dead and you just keep busting on everyone like it's some big funny ha-ha.

I really want to know... *why* are you doing this?



You know what, Mom?

How about you pretend you know how to *not talk* for the rest of the day?

How about that?

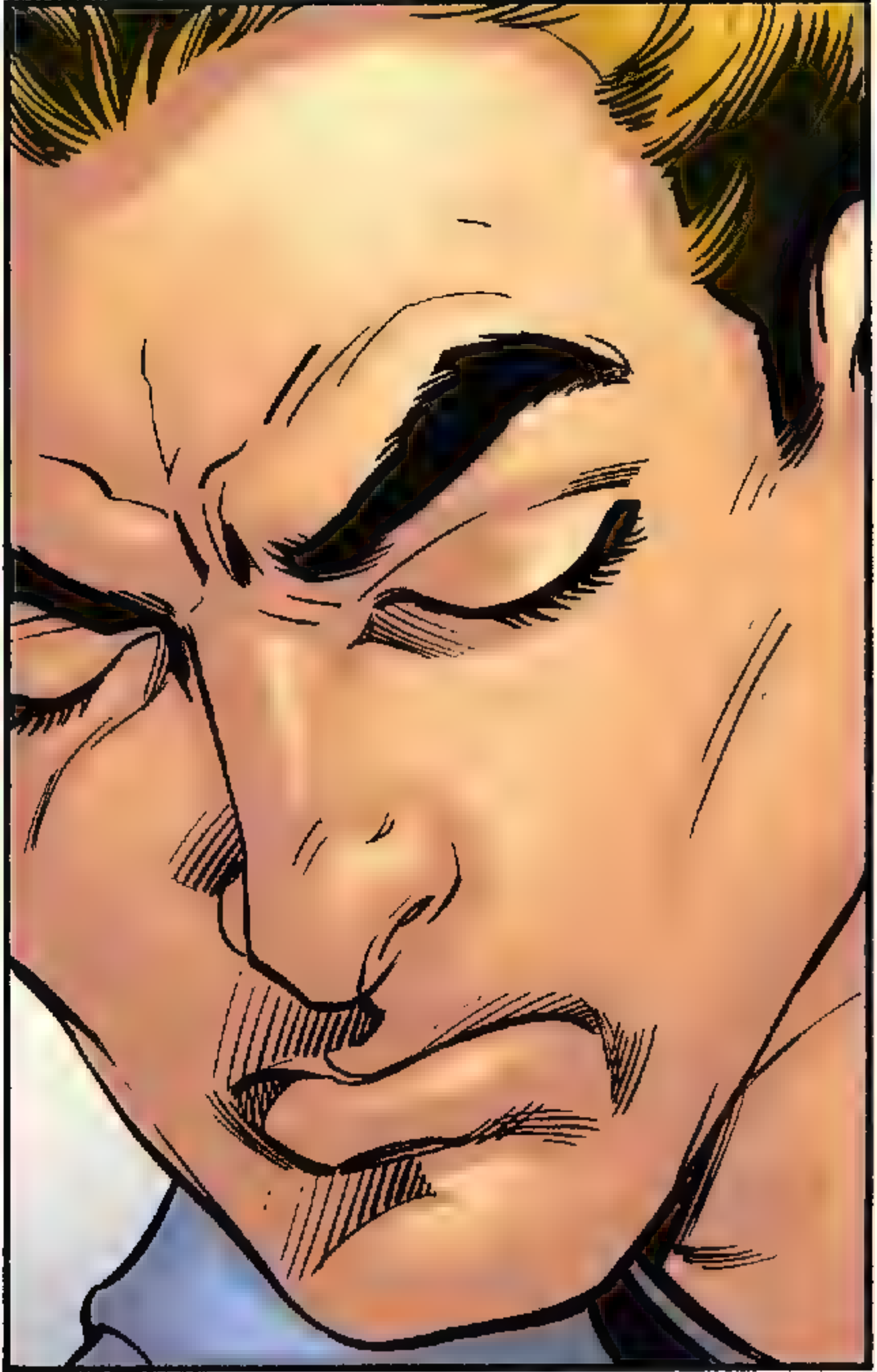


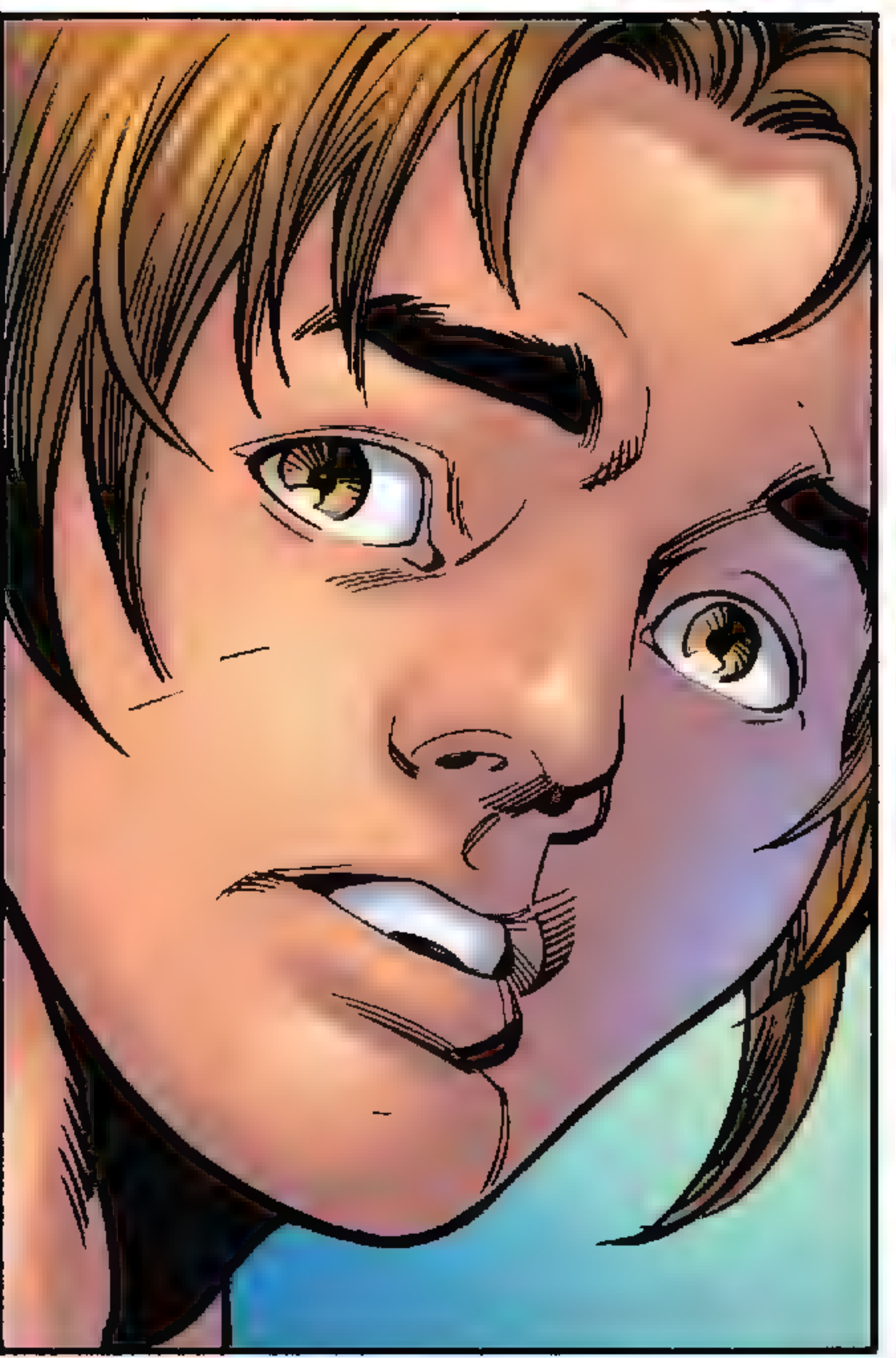
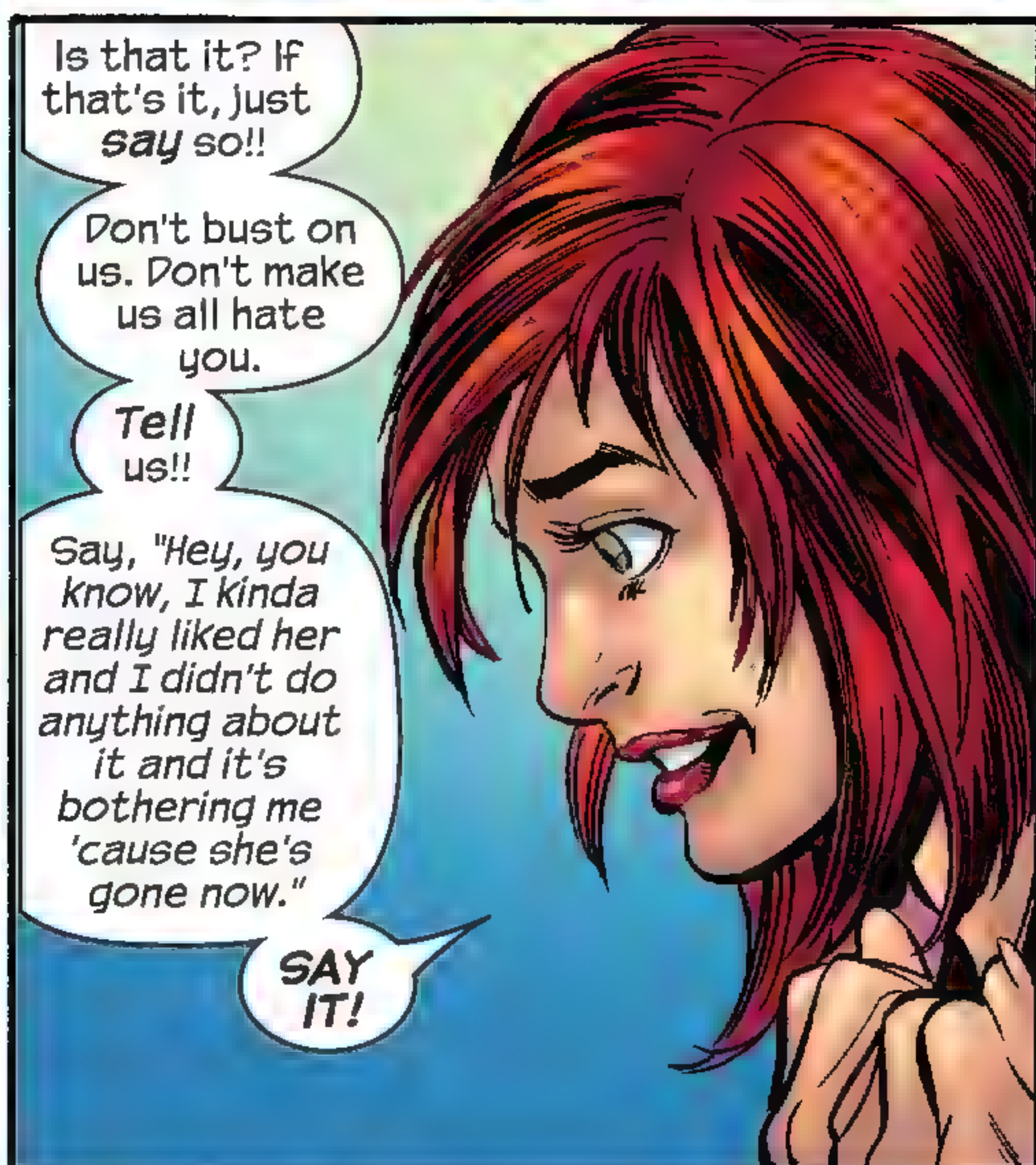
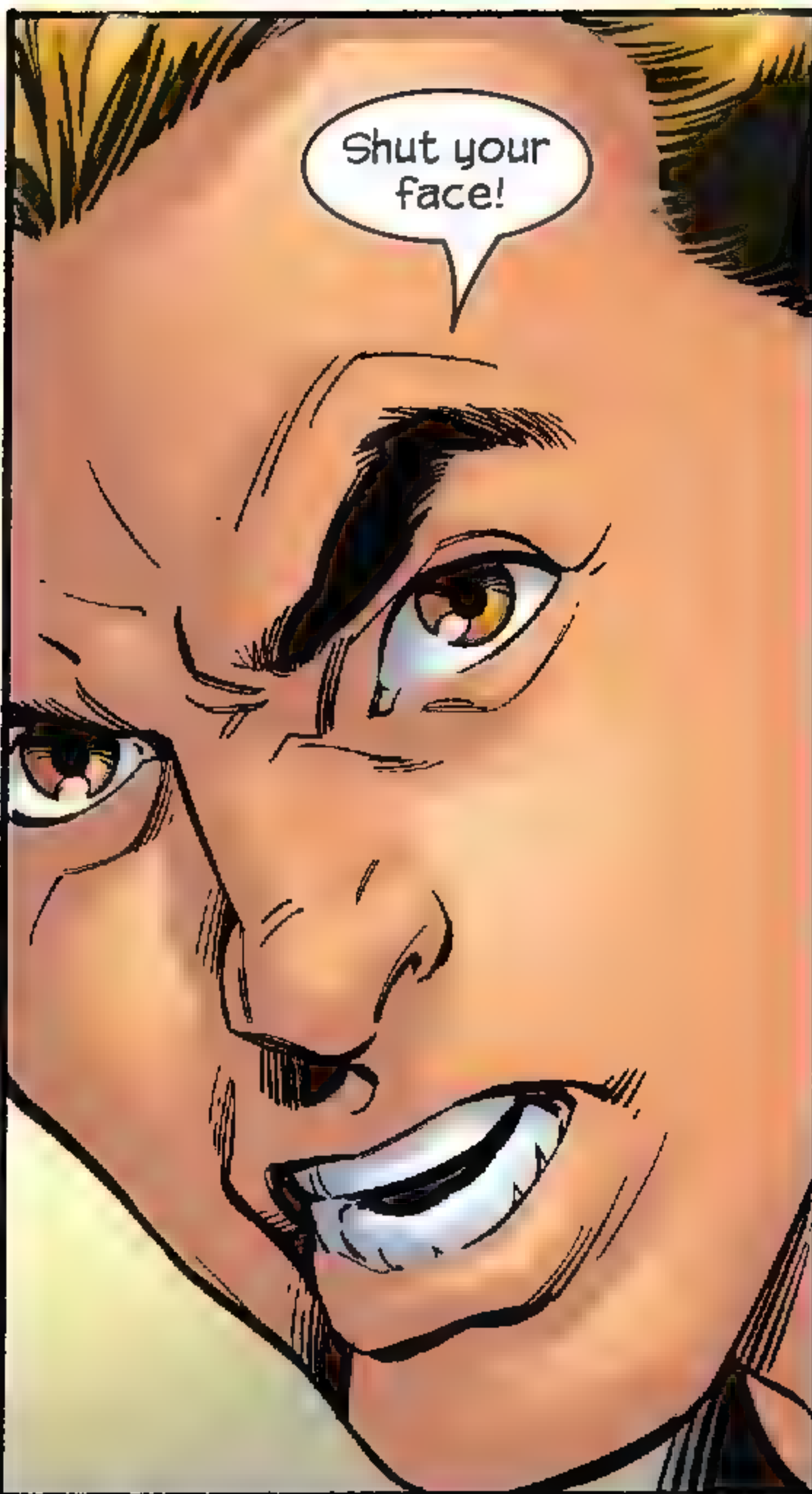
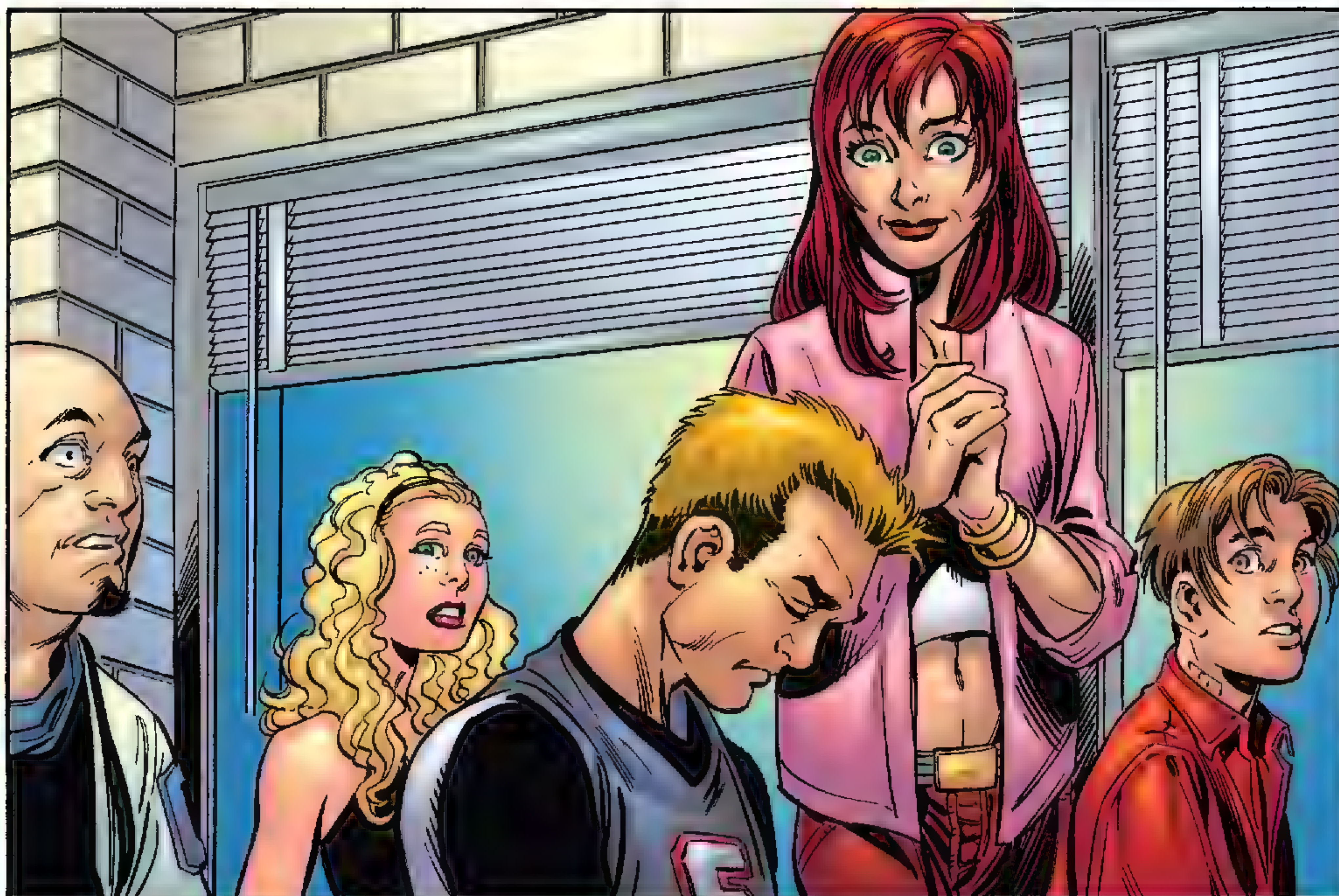
No. Flash.

Fred...

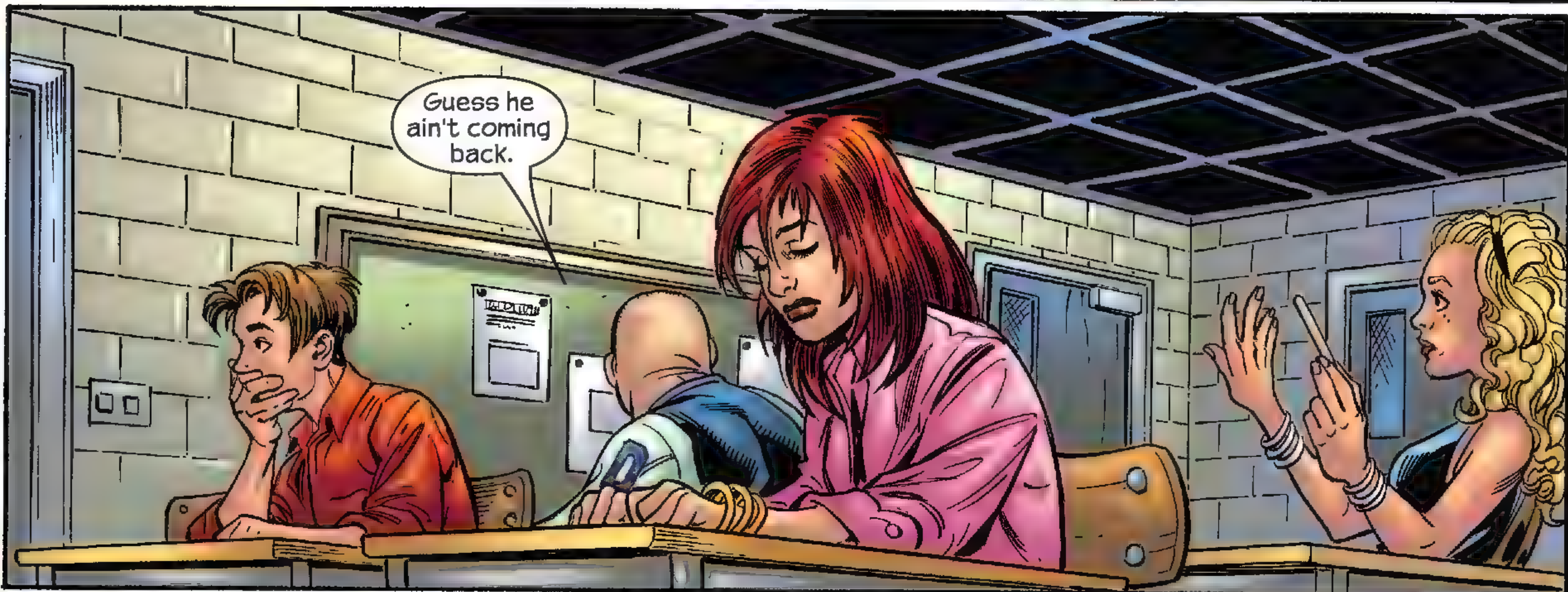
I really want to know.

Why are you being so obnoxious to us about this? Why don't you care?





Three hours later.





Sure, now he's just--

He's just "*one of those guys*" who likes to bust on everyone.

Takes his shots, gives a wedgie, dumps a bucket of something on someone... and *everyone* laughs.



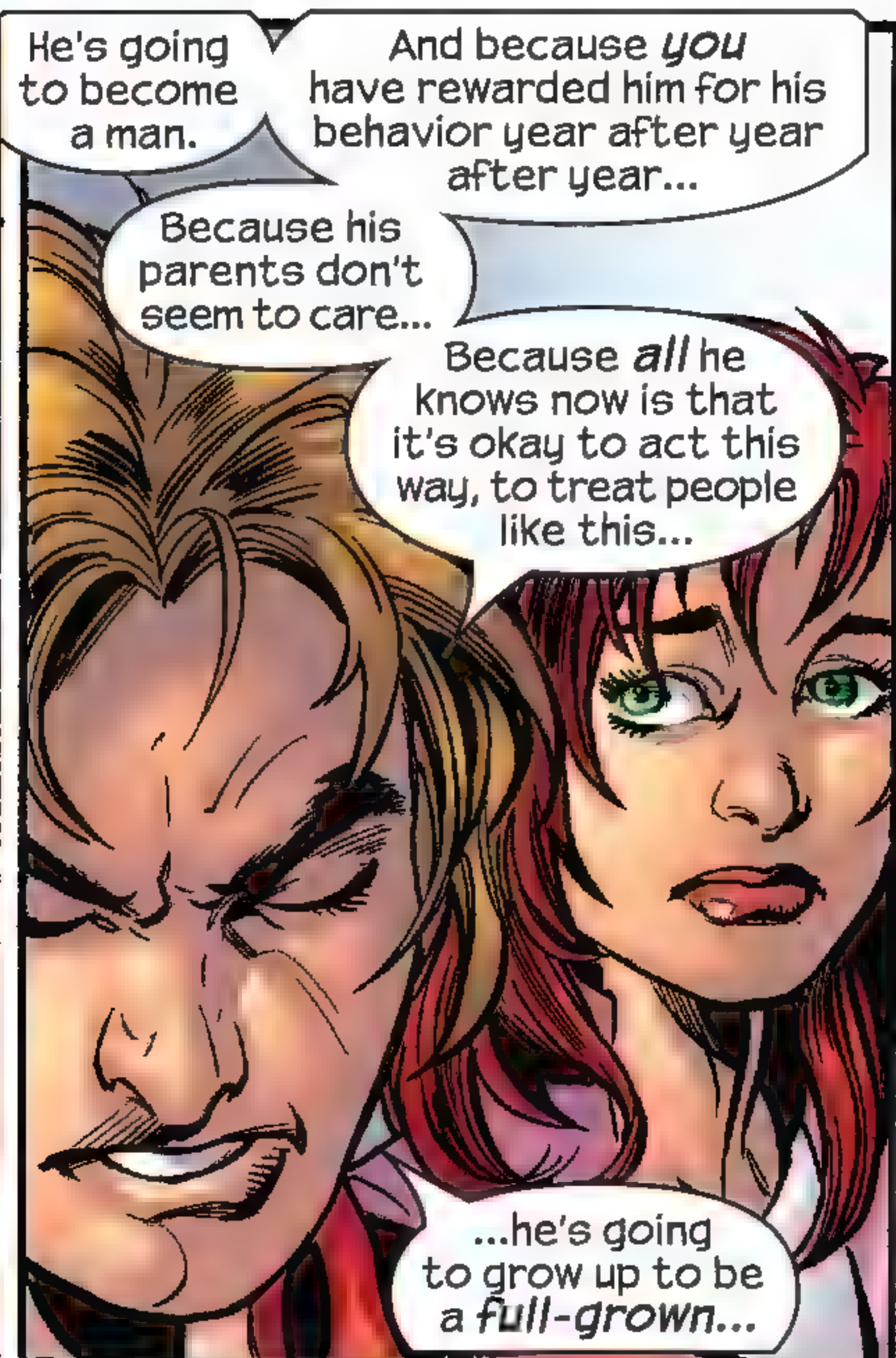
Just jokes, right?

He gets to say and do whatever he wants because he has a basketball jacket and a nice haircut...

Because, really, in this world... I guess all you *need* is a nice haircut.

But here's the thing...

He's going to grow up.



He's going to become a man.

And because *you* have rewarded him for his behavior year after year after year...

Because his parents don't seem to care...

Because *all* he knows now is that it's okay to act this way, to treat people like this...

...he's going to grow up to be a *full-grown*...



...greedy, mean, selfish liar.

The world is *filled* with them.

The world is being *run* by them.

And your "*friend*" is one of them.

You need to learn this and learn it fast.

This *is* the world.



This is why *Gwen* is dead. This is why *Harry* is gone.

This is why half of us don't have parents anymore!

Because good people don't get to be *happy*. And sometimes they don't get to *live*!



We just sit and wait for one of these evil two-faced, greedy liars to step on our heads!!



Me too?

Am I one of these people?

You too, what?

You're best friends with someone who treats you like crap.

He hangs around with you- I'm sorry, but he hangs around with you *solely* to make himself feel superior.

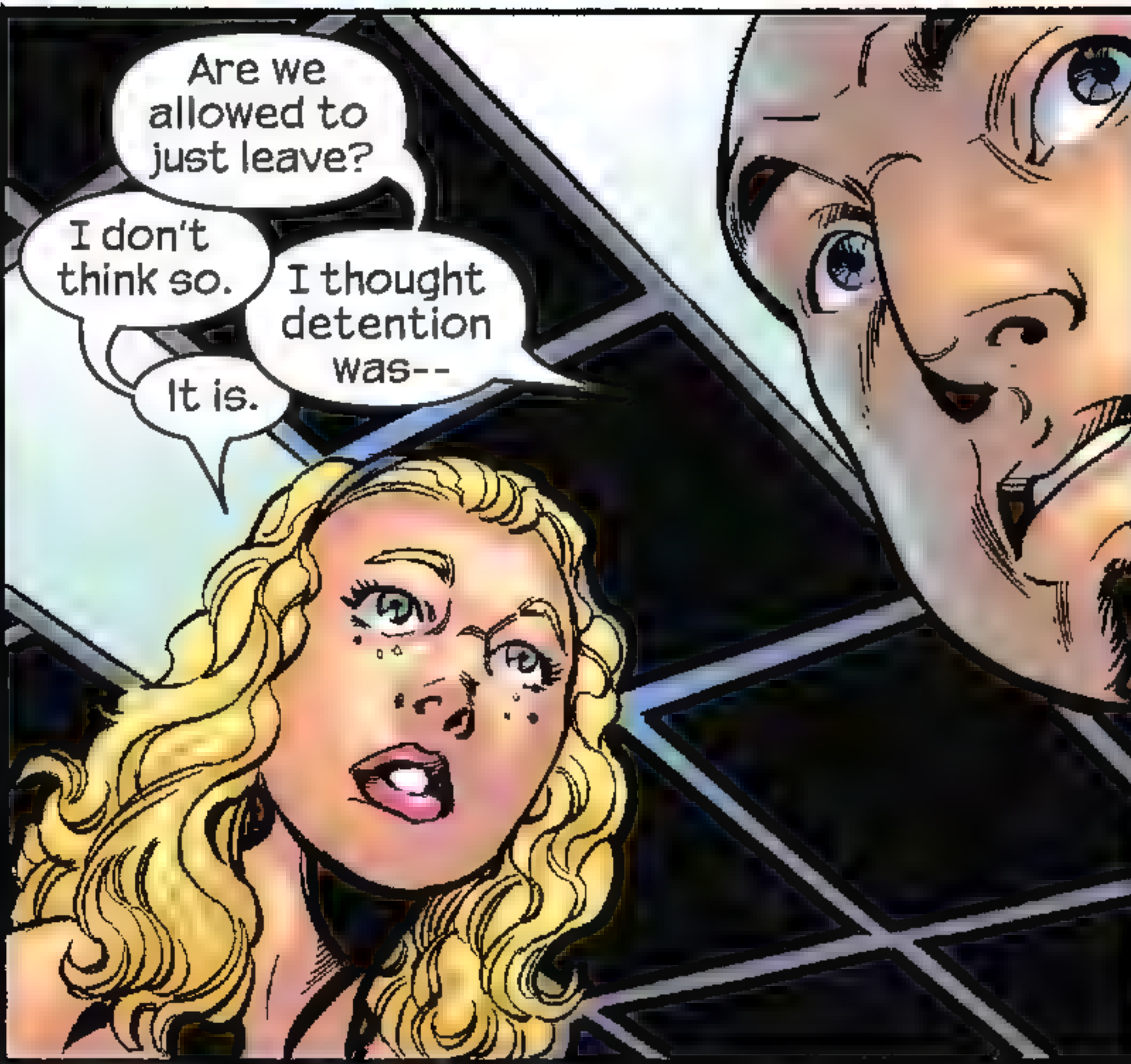
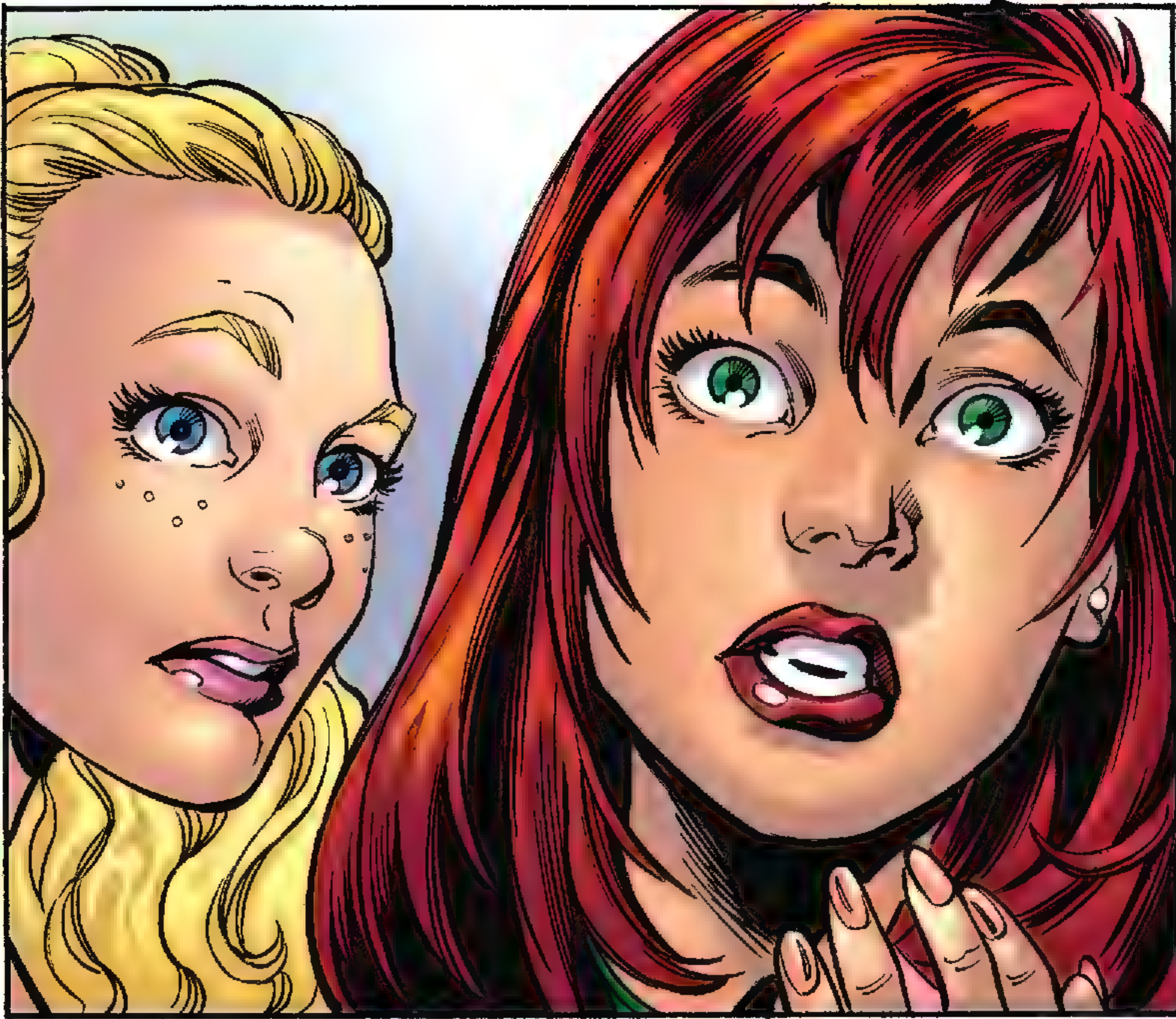
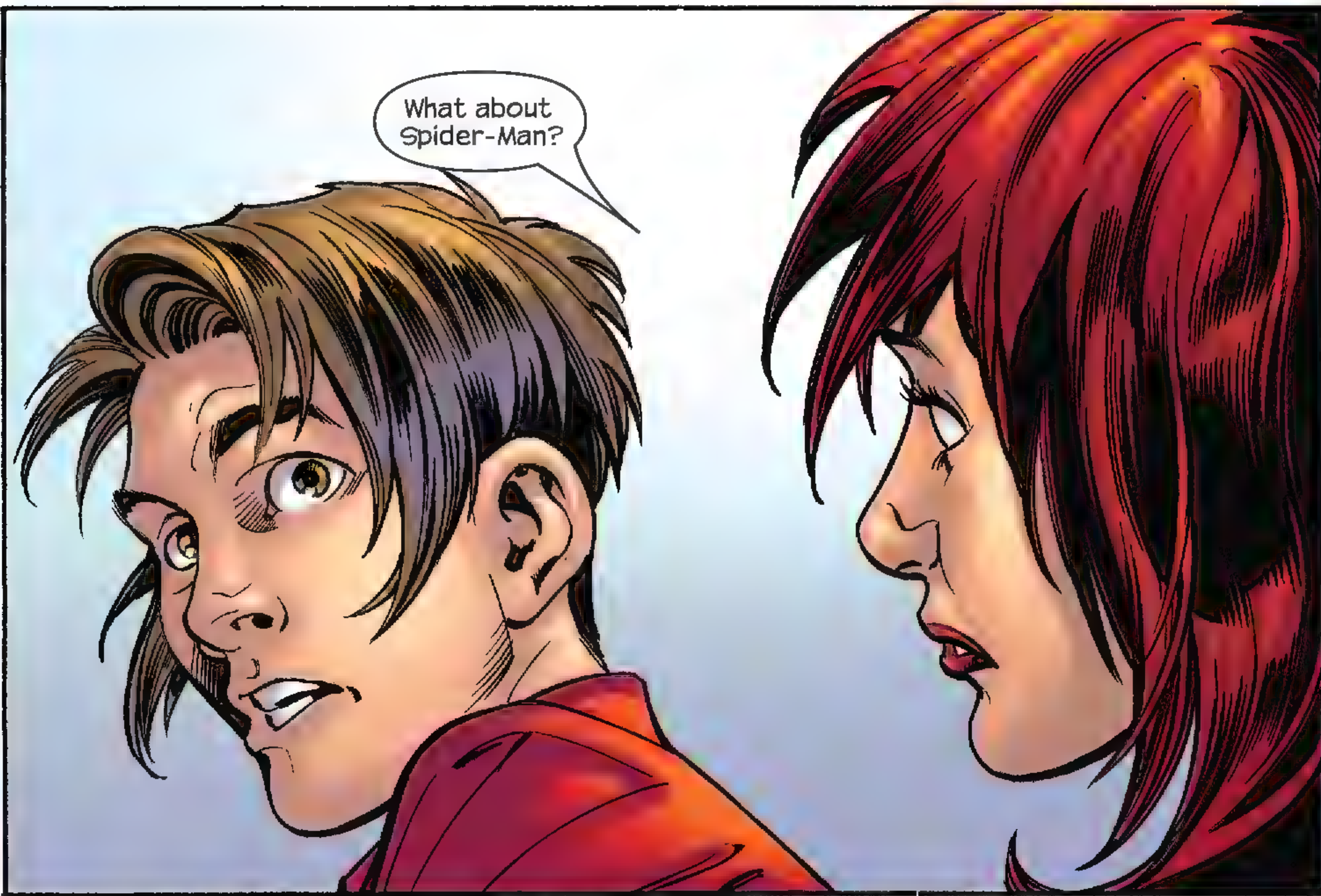
And the truth is- you are *ten* times the guy he is.

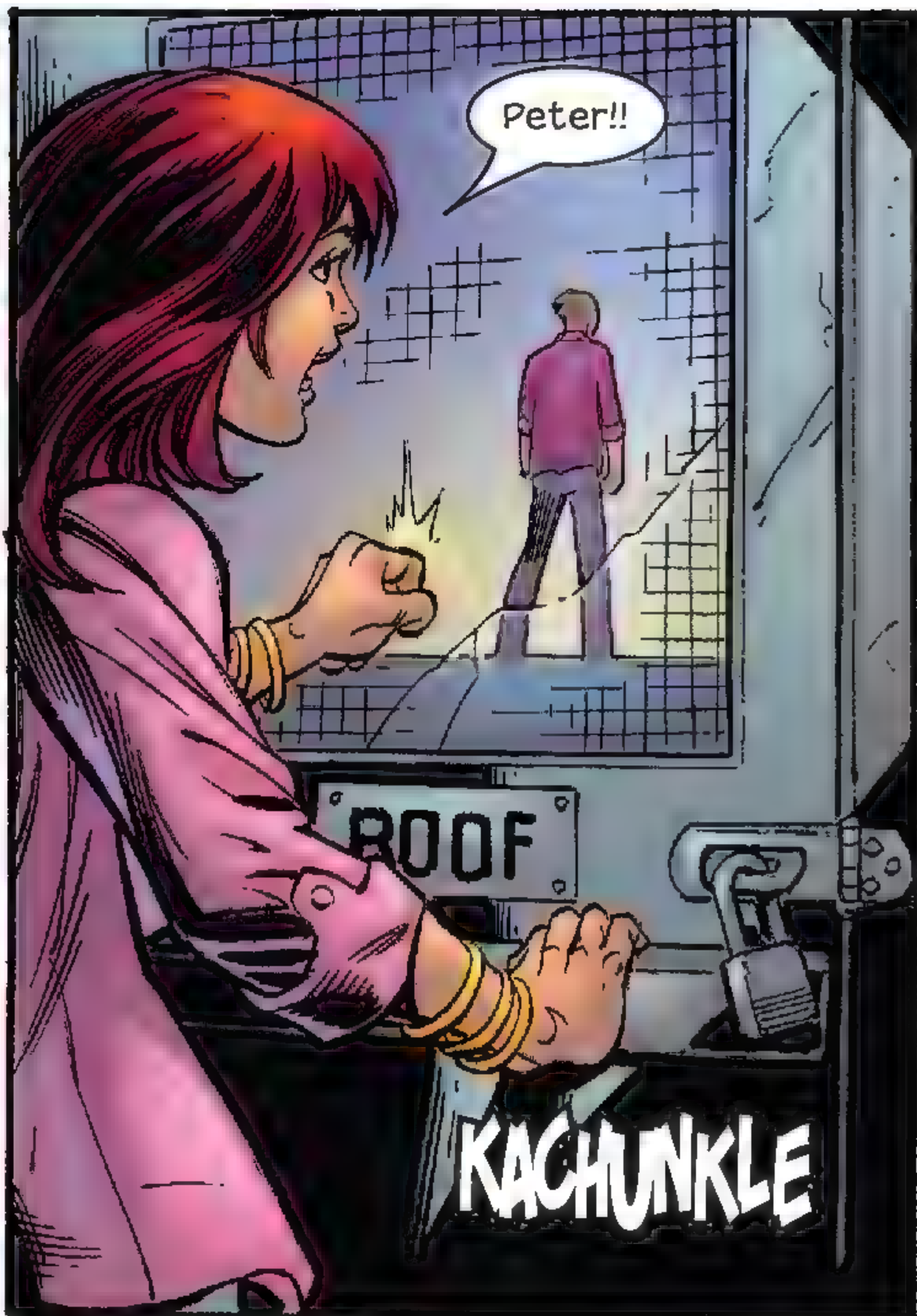
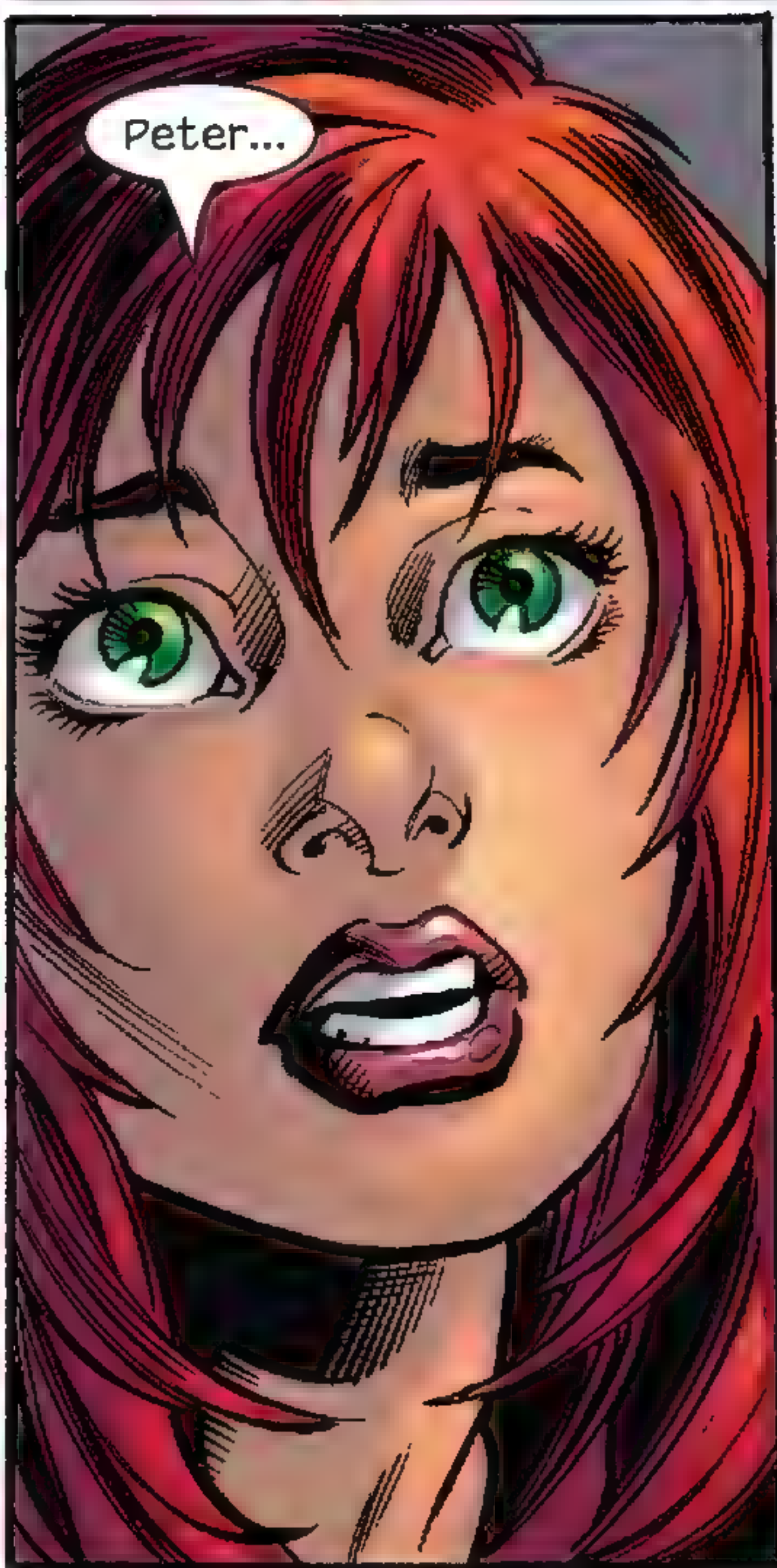
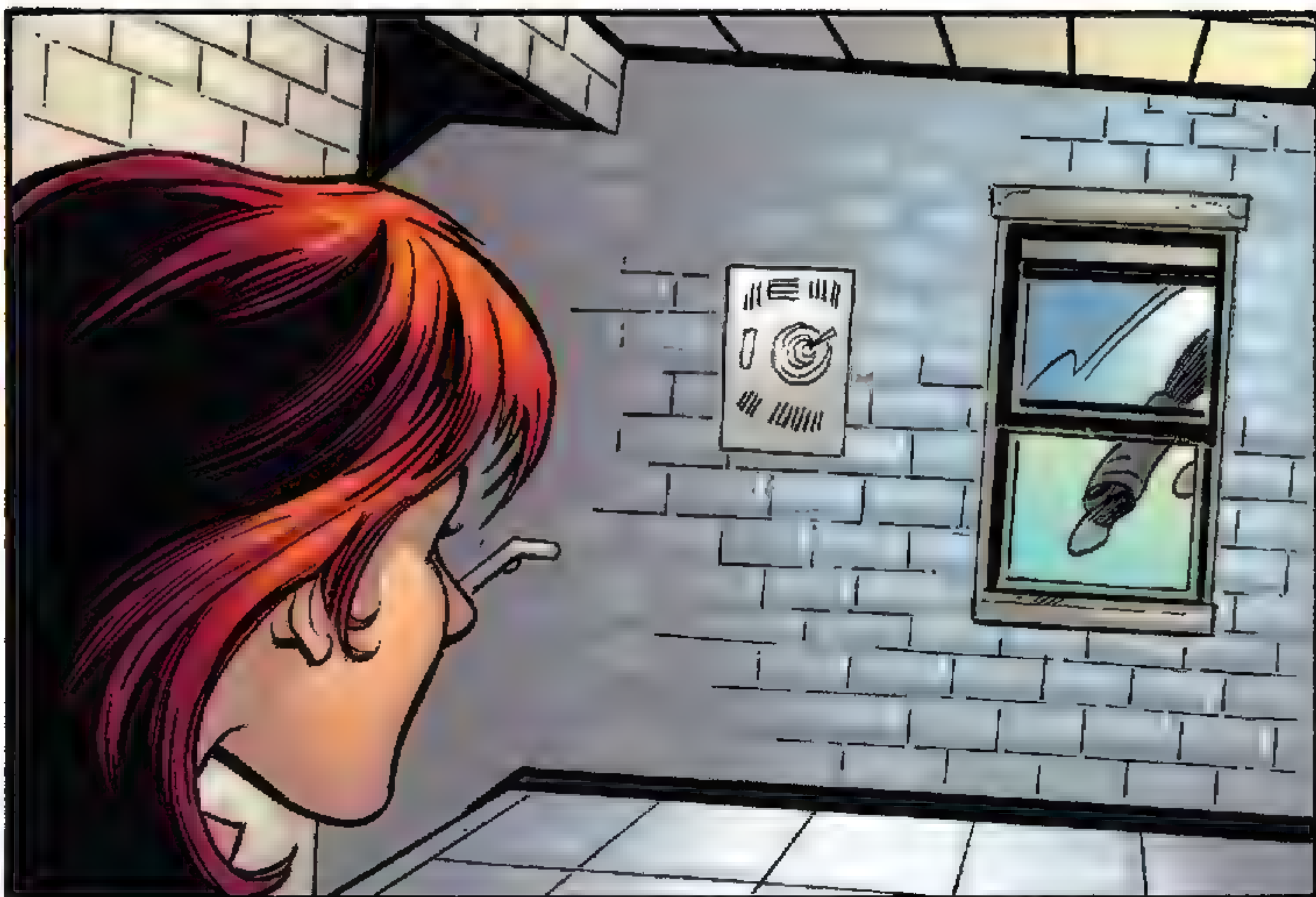
But you *let* him treat you like this. You *let* him.

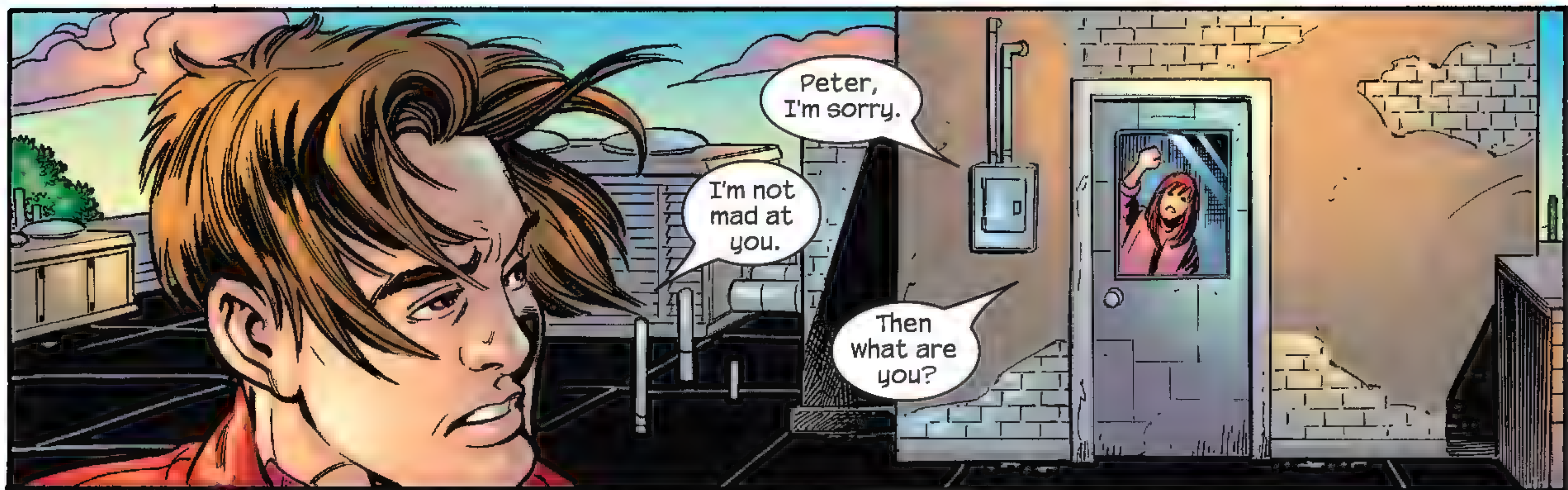


What about *you*, man?

What kind of person are you?







Peter,
I'm sorry.

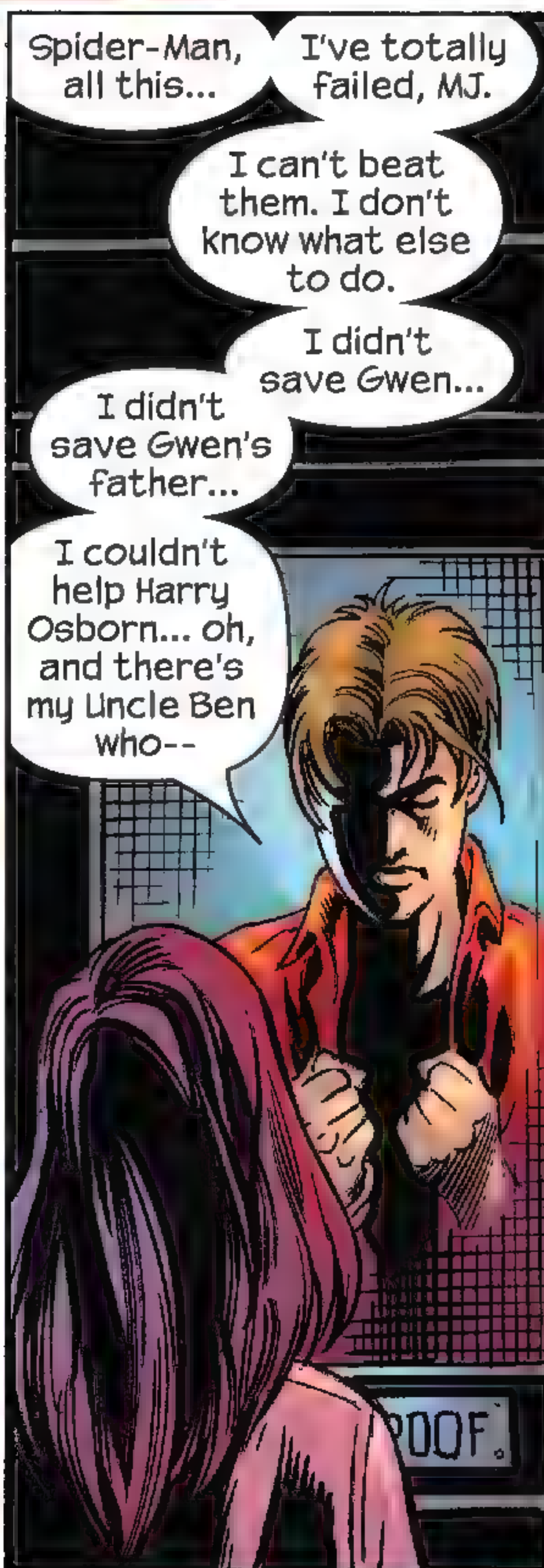
I'm not
mad at
you.

Then
what are
you?



I've
just had
it, MJ.

It's too
much.



Spider-Man,
all this...

I've totally
failed, MJ.

I can't beat
them. I don't
know what else
to do.

I didn't
save Gwen...

I didn't
save Gwen's
father...

I couldn't
help Harry
Osborn... oh,
and there's
my Uncle Ben
who--



If you were *there*, at any of
those places, you *would*
have.

You weren't
there.

This isn't-
these things-
not everything
in the world is
your fault,
Peter.

Why are
you making
it *your*
fault?



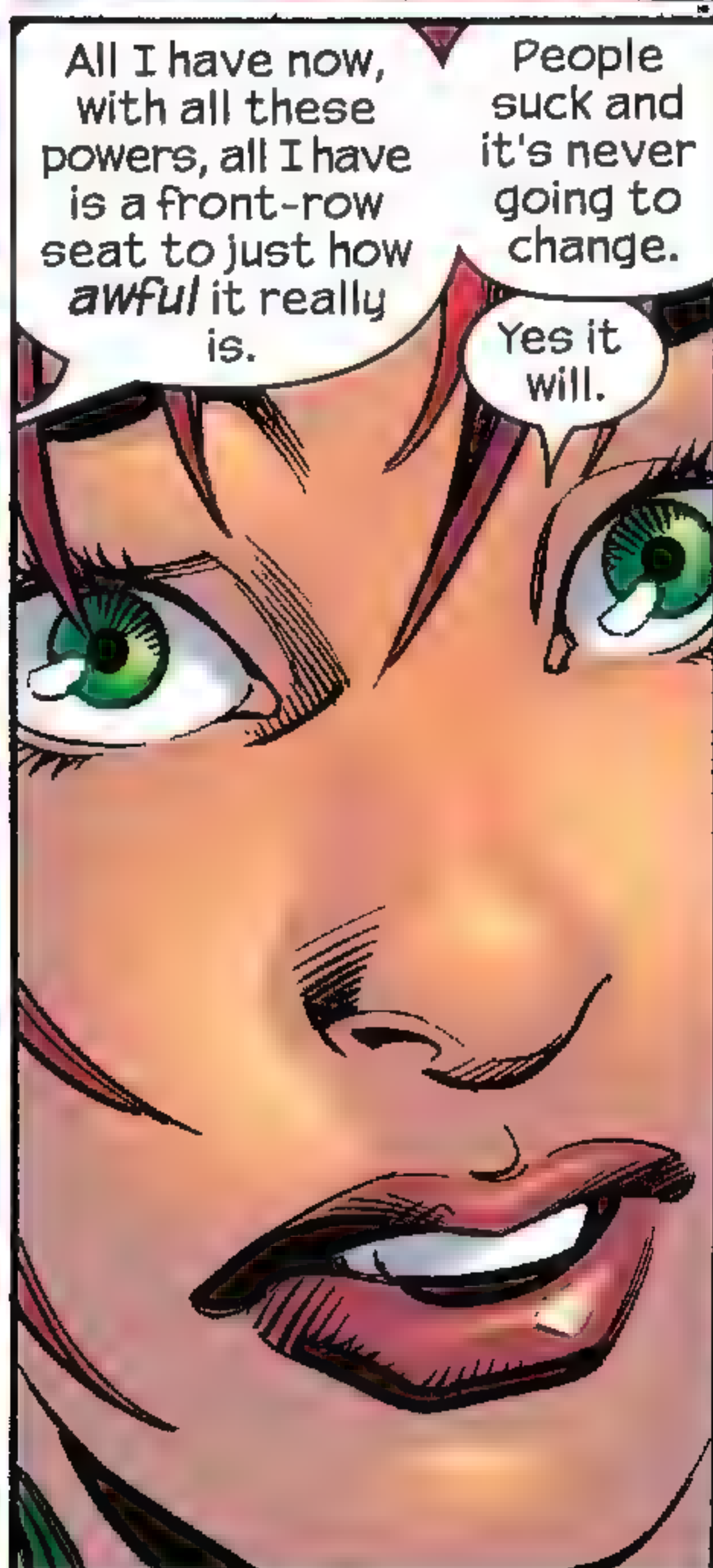
I swear, I thought I would
make some sort of
difference.

I thought- I thought I
could stand for something
better than what's out
there and... I don't.



Not only that, but I
can't even help the
people around
me.

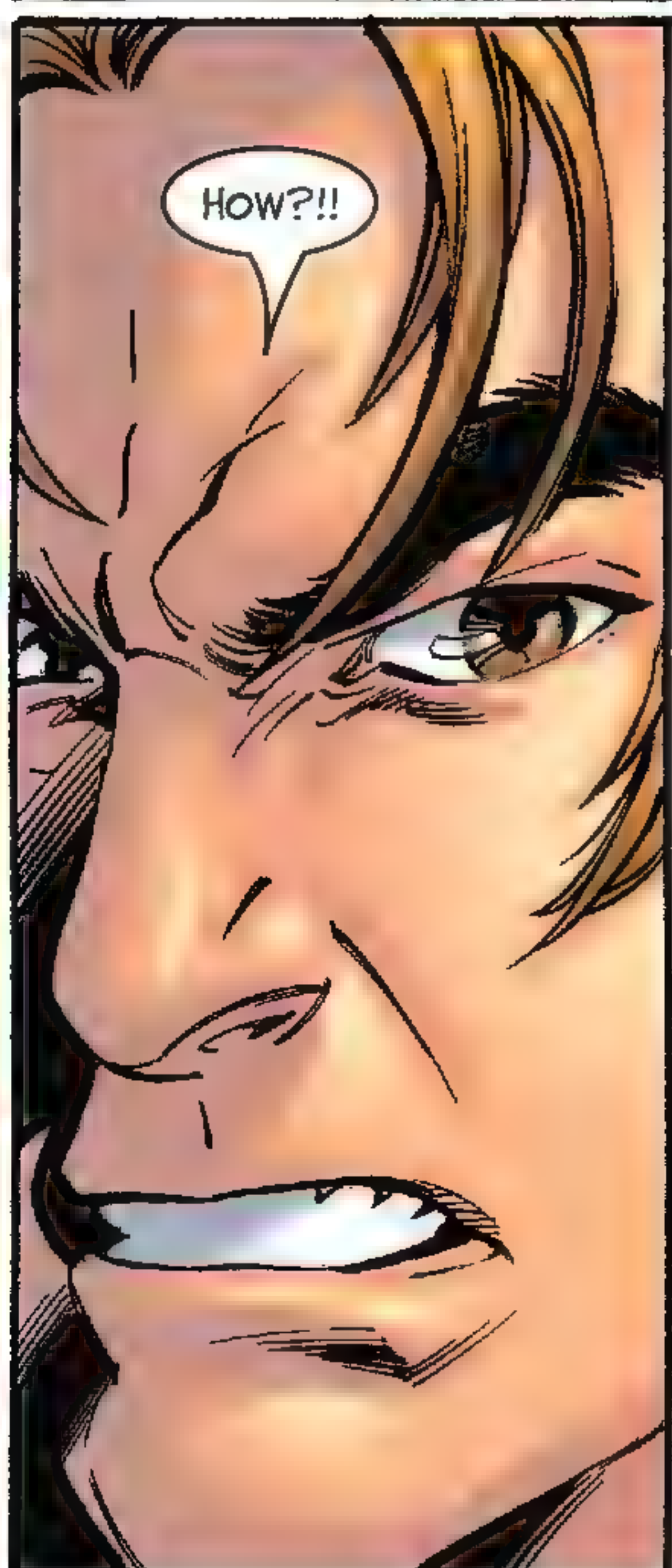
Everything
sucks so much
worse than when
I started this
Spider-Man
stuff.



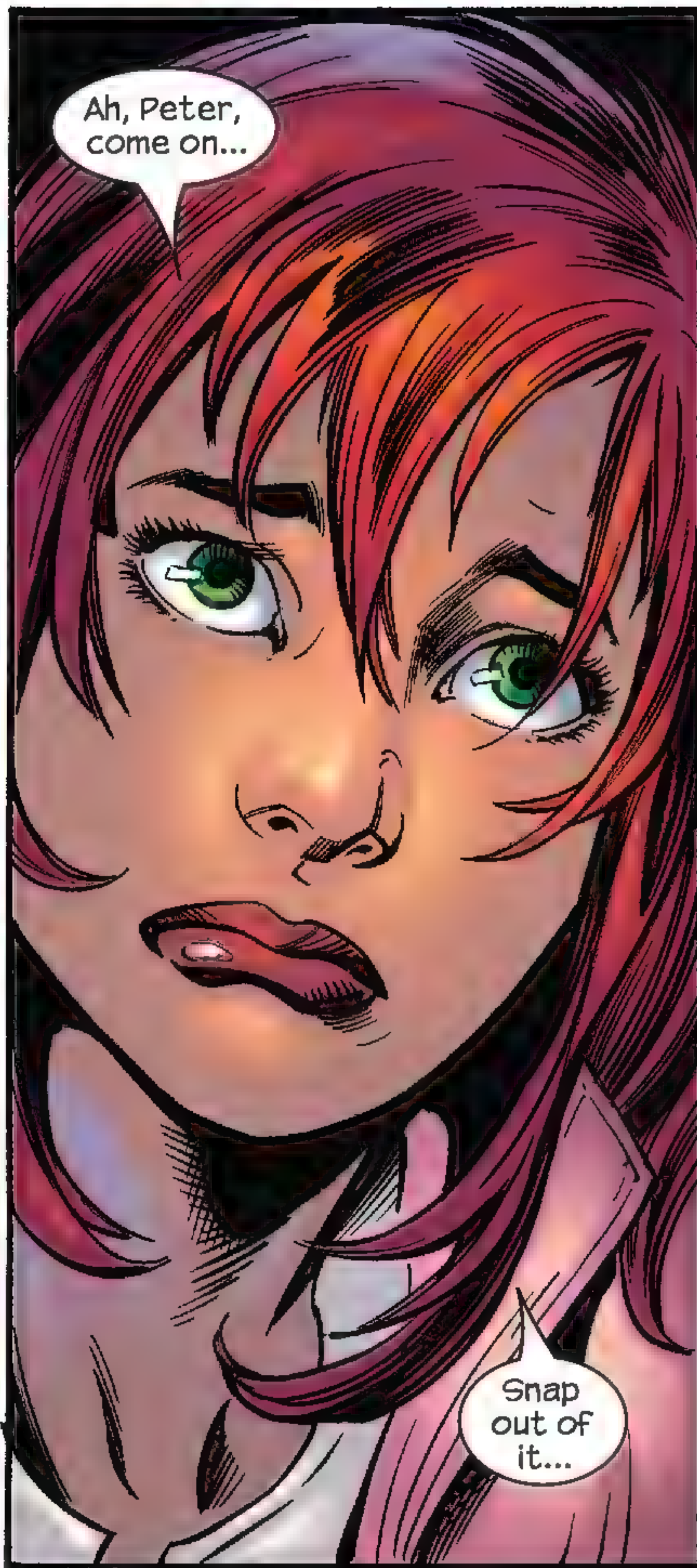
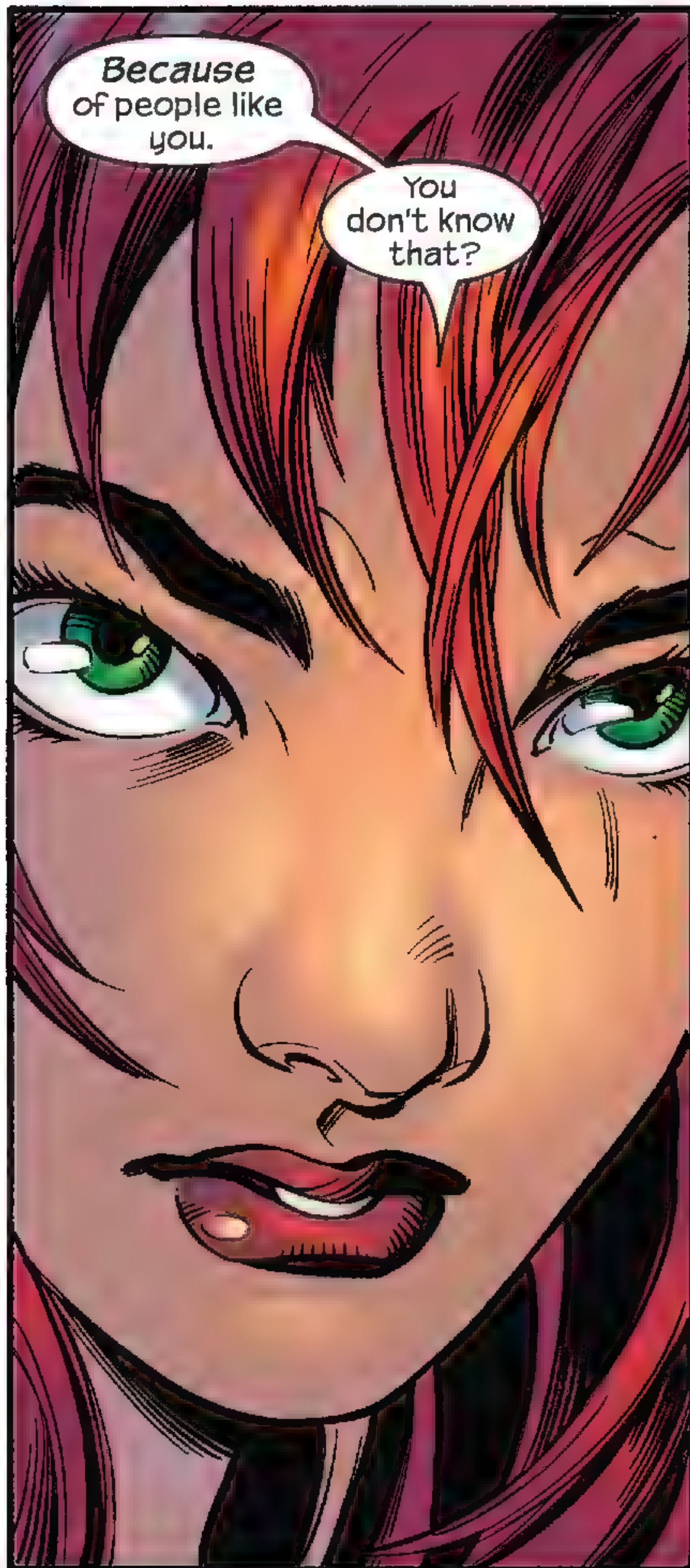
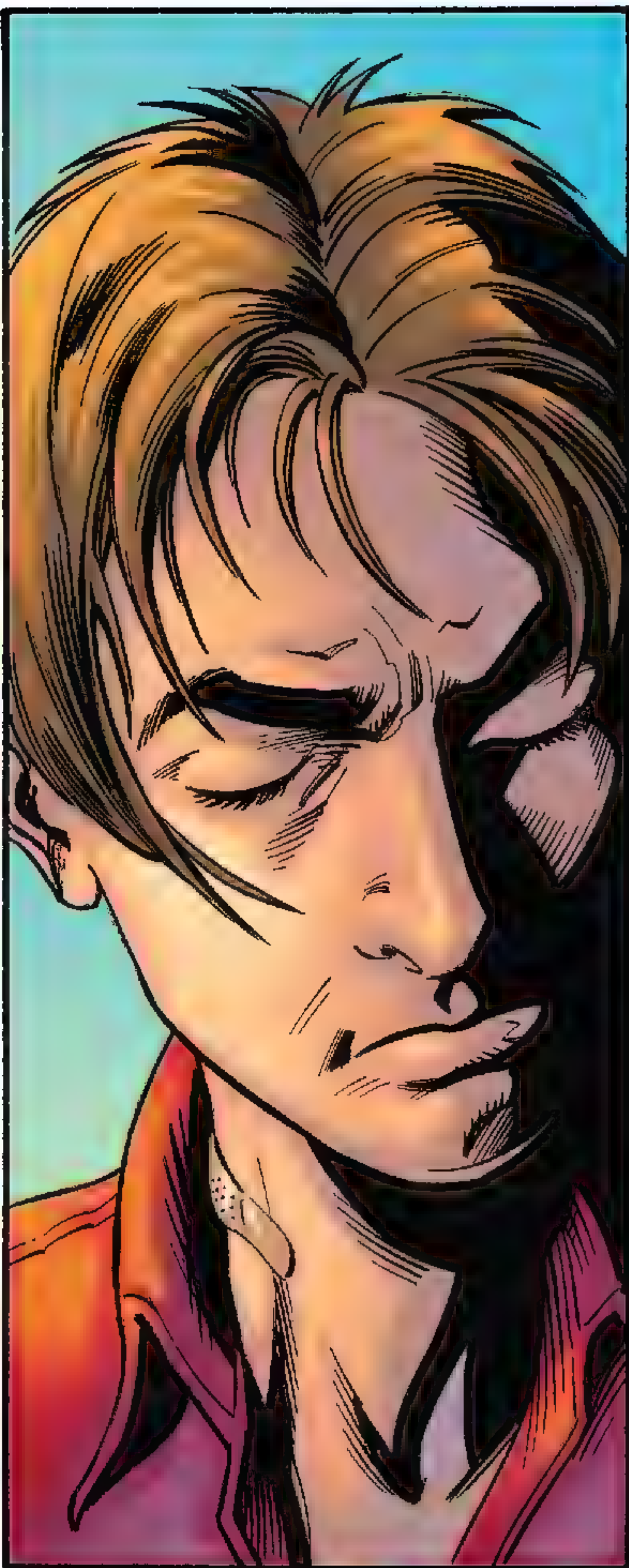
All I have now,
with all these
powers, all I have
is a front-row
seat to just how
awful it really
is.

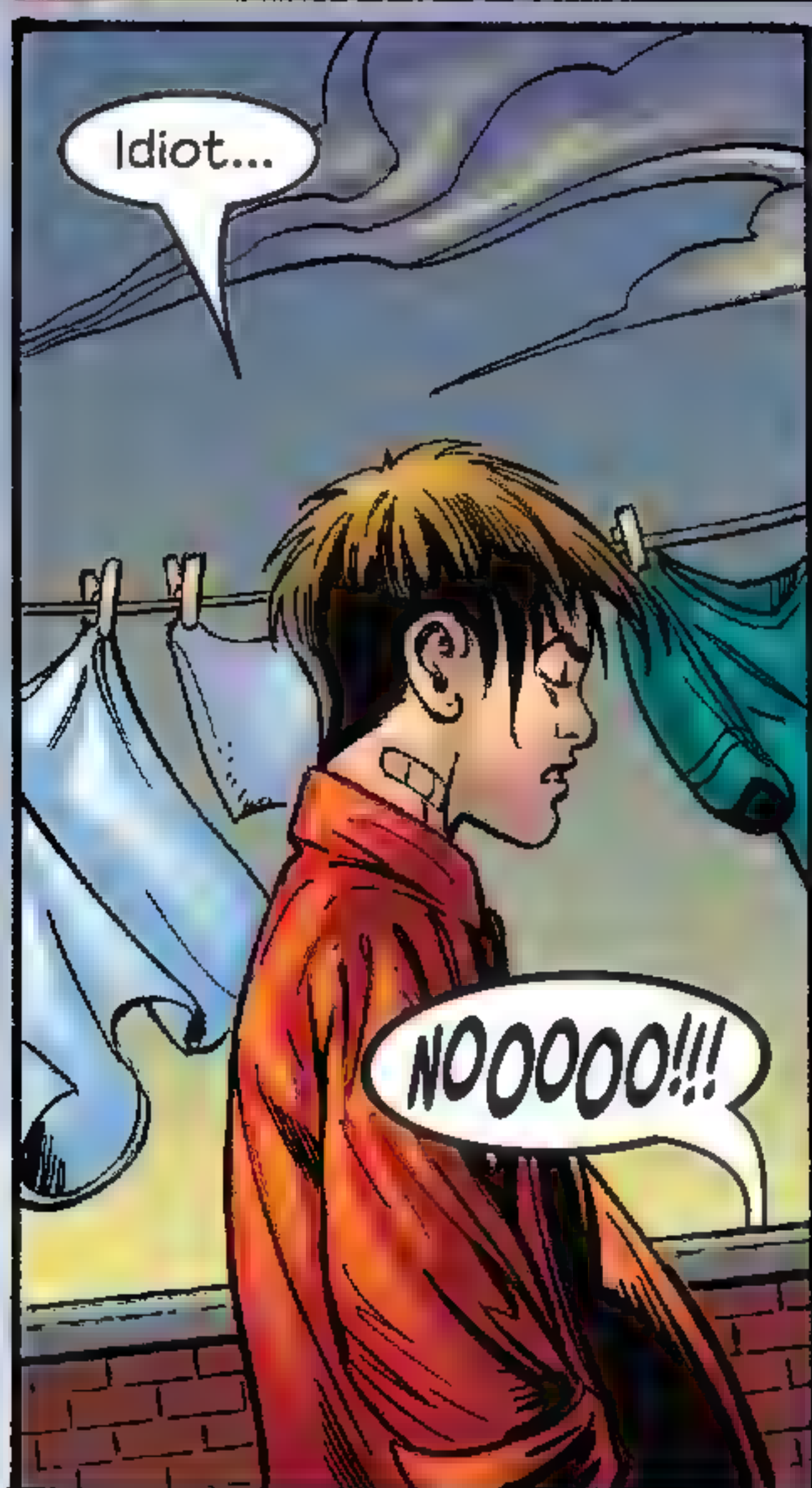
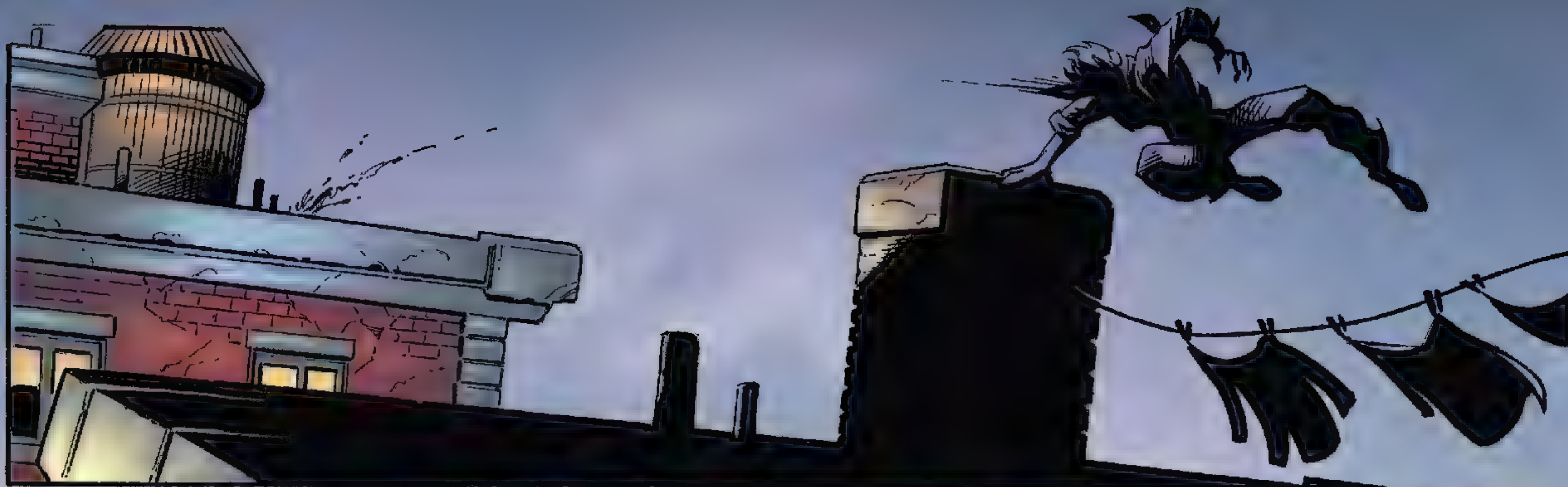
People
suck and
it's never
going to
change.

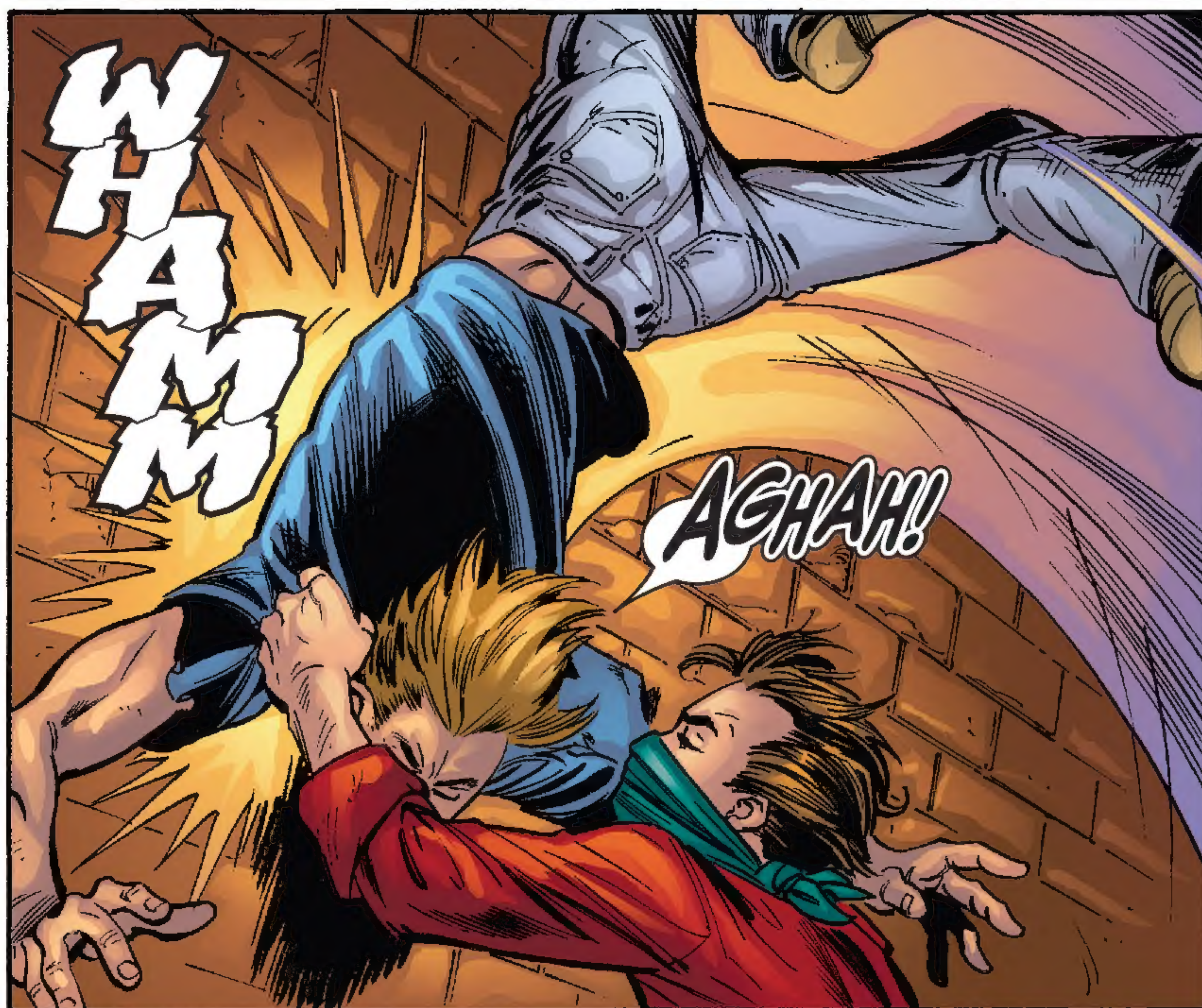
Yes it
will.

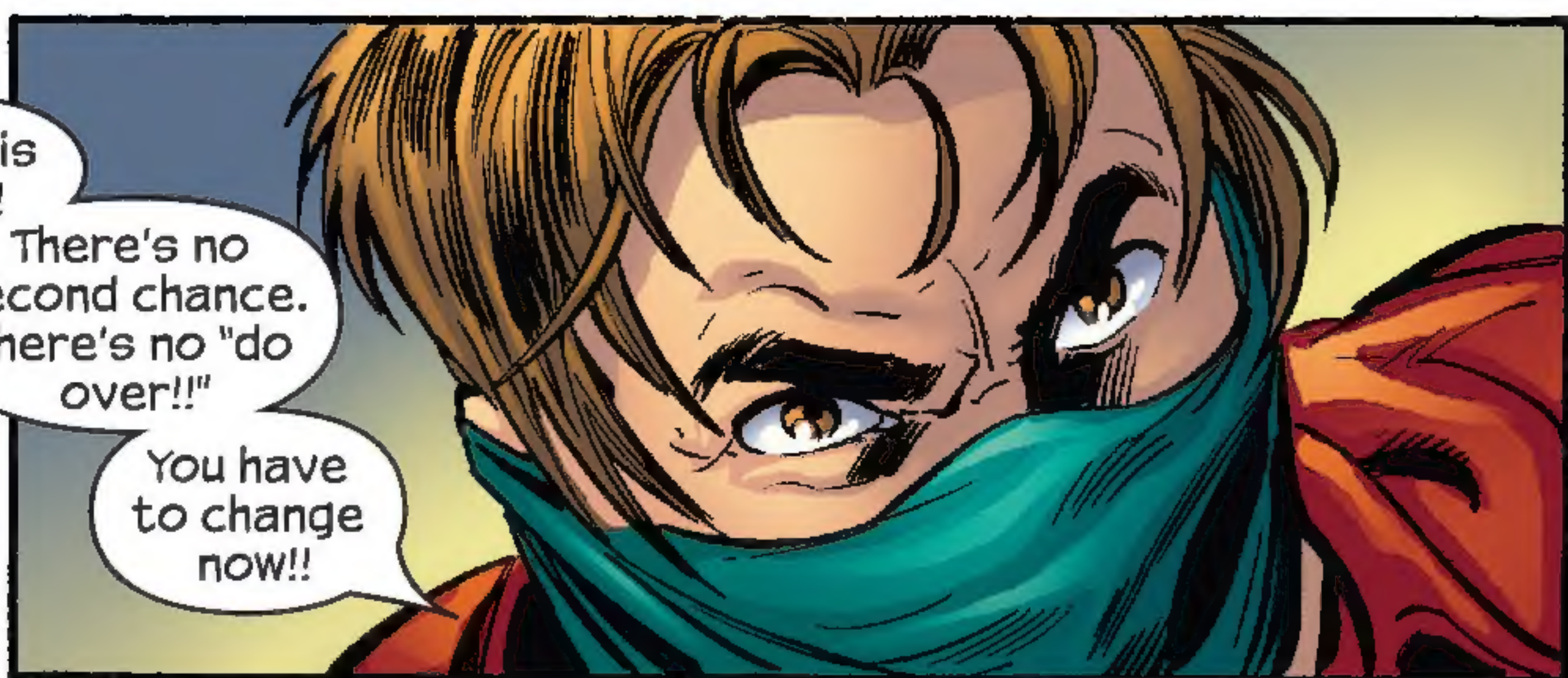


How?!!











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